



NRUC
CORPORATION

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

16603
RECORDATION NO _____ FILED 1423
NOV 12 1989 -12 55 PM
INTERSTATE COMMERCE COMMISSION

November 8, 1989

Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

9-321A039

Attn: Ms. M. Lee - Room 2303

Dear Ms. Lee:

Enclosed herewith are one (1) original and two (2) copies 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 between NRUC Corporation (Seller) existing under the laws of the State of South Carolina and Northwestern Oklahoma Railroad Co. (Purchaser) a Limited Partnership with corporate offices at:

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

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 one (1) original and one (1) copy of this Bill of Sale with the recordation certification data stamped thereon to my attention at the above address.

Sincerely,

Robert L. Shiner, Jr.
Vice-President
NRUC Corporation

BILL OF SALE

16603
RECORDED BY _____ FILED 148

NOV 14 1989 - 12 55 PM

OKLAHOMA STATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS THAT, for value received, the receipt and sufficiency of which are hereby acknowledged, NRU 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, 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 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 3th day of August 1989.

ATTEST:

Anne Stalamera
Secretary

NRUC CORPORATION

By: Robert J. Shiner

Title Vice President

STATE OF Pennsylvania)
) ss:
COUNTY OF Philadelphia)

On this 8th day of August, 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.

Seal

Anne Skalamera
Notary Public

My Commission Expires: August 30, 1993

Sworn to and subscribed before me
this 8 day of August, 1988

NOTARIAL SEAL
ANNE SKALAMERA
City of Philadelphia
My Commission Expires

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

DATE: August 8th, 1989

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

NEW CAR NUMBERS

PREVIOUS CAR NUMBERS

NOKL 88250
NOKL 88261
NOKL 88264
NOKL 88266

NSL 120735
NSL 120773
NSL 120786
NSL 120799

STATE OF Pennsylvania)
)
COUNTY OF Philadelphia) ss:

On this 8th day of August, 1989, before me personally appeared Dan Dolan-Laughlin, to me personally known, who being by me duly sworn says that such person is Authorized Inspector of Northwestern Oklahoma Railroad Company, 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.

Seal

Anne Skalamera
Notary Public
My Commission Expires August 30, 1993

Sworn to and subscribed before me
this 8 day of August, 1989

NOTARIAL SEAL
ANNE SKALAMERA, Notary Public
City of Philadelphia, Phila County
My Commission Expires Aug 30, 1993

EXHIBIT "B"

CERTIFICATE OF INSPECTION AND ACCEPTANCE

To: NRUC CORPORATION
100 North Twentieth Street
Philadelphia, Pennsylvania 19103

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

The Undersigned, a duly authorized inspector of Northwestern Oklahoma Railroad Company (NOKL), does hereby certify that:

Under authority of NOKL I have inspected and accepted for delivery, at the location specified below, on behalf of NOKL boxcars specified in the listing below as conforming in all respects to the terms and provisions of the Purchase Agreement between NRUC Corporation and NOKL

<u>LOCATION</u>	<u>MARK</u>	<u>Serial No.</u>	<u>Former Mark</u>	<u>Former Serial No.</u>
St. Lawrence Repair Norfolk, N.Y.	NOKL	88250	NSL	120735
	NOKL	88261	NSL	120773
	NOKL	88264	NSL	120786
	NOKL	88266	NSL	120799

Under authority of NOKL, I further certify that by virtue of my acceptance of said boxcars the same have, on the date hereof, been accepted under the said Purchase Agreement.

Accepted by: *DM Deane-Loughlin*
President - NOKL RR

DATE: 8/8/89