

OSTER
Researching Services

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301-253-6040

19553

AUG 8 1995 10:11 AM

Mary Ann Oster

August 7, 1995

Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Interstate Commerce Commission is a Bill of Sale dated 8/7/95 between the following parties:

Seller: Helm Financial Corporation
One Embarcadero Center
San Francisco, CA 94111

Buyer: Dakota, Minnesota & Eastern Railroad
337 22nd Avenue South
P. O. Box 178
Brookings, SD 57006

The equipment involved in this transaction includes:

Equipment: 3, SD40-2 Locomotives
HLCX 6365, 6370, 6500

Please record this agreement as a primary document. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Mary Ann Oster

Mary Ann Oster
Research Consultant

Enclosures

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SECRETARY
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BILL OF SALE

HELM FINANCIAL CORPORATION (the "Seller"), for the sum of one dollar (\$1.00), and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, transfers and assigns to DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION (the "Buyer") all its rights, title and interest in and to the locomotives, as more particularly described on Attachment A hereto (the "Units"), "AS IS", "WHERE IS" and without any warranty by Seller, express or implied, as to the condition, merchantability, fitness for a particular purpose or any other matter whatsoever relating to the Units.

Seller hereby warrants to Buyer that it has good title to the Units, free and clear of all claims, liens and encumbrances arising by or through Seller and that it has the right to sell same.

HELM FINANCIAL CORPORATION

By: 

Title: President

Date: August 7, 1995

ATTACHMENT A

To the Bill of Sale dated August 7, 1995

Description of Equipment:

Three (3), 3000 horsepower, EMD SD40-2 locomotives equipped with dynamic brakes, built by General Motors (Electro Motive Division) in 1974 and refurbished pursuant to the Condition Specifications set forth in Exhibit D to the Agreement of Purchase and Sale II dated as of March 30, 1995 between Seller and Buyer

Unit Number:

HLCX 6365, 6370 and 6500