

**OSTER**

**Researching Services**

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RECORDATION NO. 20760 FILED

JUL 14 '97

9-51AM

July 14, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recording with the Surface Transportation Board is a Bill of Sale dated July 8, 1997, between the following parties:

Seller: Black-Wong Railcar Leasing

Buyer: Dakota, Minnesota & Eastern Railroad  
Corporation  
Post Office Box 178  
Brookings, SD 57006

The equipment included in this transaction is as follows:

Equipment: 1, 82' Pullman Passenger Car  
"Mount Holly Park"  
#800517

Please record this agreement as a primary document. The filing fee of \$24 is enclosed. Thank you for your assistance.

Sincerely,

*Mary A Oster*

Mary Ann Oster  
Research Consultant

Enclosures

*Counter part - Mary A Oster*

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

BILL OF SALE

JUL 14 '97

9-51 AM

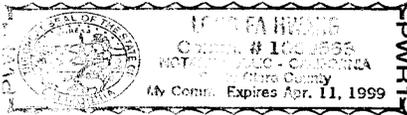
BLACK-WONG RAILCAR LEASING, a California partnership ("Seller"), in consideration of the sum of Ninety Thousand Dollars (\$90,000) paid by DAKOTA, MINNESOTA & EASTERN RAILROAD CORPORATION, a Delaware corporation ("Buyer"), the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer, convey and set over unto Buyer, its successors and assigns, and by this bill of sale does hereby confirm the granting, bargaining, selling, transferring, conveying and setting over to Buyer, the following railroad equipment: one (1) 82 foot Pullman heavyweight railroad passenger car and equipment and furnishings appertaining thereto, said car bearing the name Mount Holly Park and Amtrak private car number 800517, manufactured by Pullman Car Company as part of Lot 4854, Plan 7061, released for service on June 11, 1925 (the "Equipment").

To have and to hold all and singular the Equipment to Buyer, its successors and assigns, for its and their own use and behalf forever.

Seller hereby warrants to Buyer, and its successors and assigns, that Seller has legal title to the Equipment and good and lawful right to sell the Equipment, and that title to the Equipment is hereby conveyed by Seller to Buyer free from all claims, liens, security interests and other encumbrances of any nature, and Seller covenants that it will defend title to the Equipment against the demands of all persons whomsoever based on claims originating prior to the sale of the Equipment by Seller to Buyer.

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed in its name this 8th day of July, 1997.

BLACK-WONG RAILCAR LEASING



By: \_\_\_\_\_

F. L. Wong

General Partner

(see attached notarization)

STATE OF California )  
COUNTY OF Santa Clara )

SS.

On the 8th day of July, 1997,  
before me, a Notary Public, after first duly sworn upon his  
oath, personally appeared F. L. Wong, who did say that  
he is a General Partner of Black-Wong Railcar Leasing, a  
general partnership of the State of California, and that  
said instrument was signed and sealed on behalf of said gener-  
al partnership, by authority of all its Partners; and said  
F. L. Wong acknowledged said instrument to be the free act  
and deed of said general partnership.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed  
my official seal in the County and State aforesaid, the day  
and year first above written.

F. L. Wong  
Notary Public

My Commission expires: 4-11-99

