

OSTER
Researching Services
12897 Colonial Dr. • Mt. Airy, Md. 21771
301-253-6040

April 24, 1995

19366

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

Dear Mr. Williams:

Enclosed for filing with the Interstate Commerce Commission, Recordations Unit, is a Bill of Sale dated as of March 17, 1995, between the following parties:

Vendor: Trust Company for USL, Inc., Trustee
San Francisco, CA

Vendee: NorRail, Inc.
308 12th Avenue South
Buffalo, MN 55313

The equipment involved in this transaction includes 14 Covered Hoppers further described on Attachment A to the agreement.

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

Sincerely,

Mary A. Oster

Mary Ann Oster
Research Consultant

Enclosures

Country Club

APR 24 1995
RECORDATIONS UNIT
INTERSTATE COMMERCE COMMISSION
WASHINGTON, D.C. 20423



Interstate Commerce Commission
Washington, D.C. 20423-0001

4/24/95

Office Of The Secretary

Mary Ann Oster
Research Consultant
Oster Researching Services
12897 Colonial Drive
Mt. Airy, MD., 21771

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/24/95 at 9:55AM, and assigned recordation number(s). 19366, 19367, 18976-K, 18976-L, 19014-F.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100605008)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

BILL OF SALE

TRUST COMPANY FOR USL, INC., AS TRUSTEE (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 NORRAIL, INC. (the "Buyer") all its right, title and interest in and to the fourteen (14) covered hopper railcars, 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, EXCEPT AS SPECIFICALLY SET FORTH BELOW.

Seller hereby warrants to Buyer that it has good and marketable 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 the same. Seller hereby covenants to defend the title to the Units against the claims or demands of all persons whomsoever arising from or through seller.

TRUST COMPANY FOR USL, INC.,
AS TRUSTEE

By: Bruce E. Blossat

Title: Vice President

Date: March 17, 1995

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Francisco

On 3-17-95 before me, Kelly D. Eder
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared Bruce E. Blossat
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/ar subscribed to the within instrument and acknowledged to me that he/she/they execute the same in his/her/their authorize capacity(ies), and that by his/her/the signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.
Kelly D. Eder
SIGNATURE OF NOTARY

ATTACHMENT A

<u>Quantity</u>	<u>Description</u>
14	4750 CU. FT. Covered Hopper cars

Car Numbers:

CCLX 90142	CCLX 90143
CCLX 90144	CCLX 90145
CCLX 90146	CCLX 90147
CCLX 90148	CCLX 90149
CCLX 90150	CCLX 90151
CCLX 90152	CCLX 90153
CCLX 90154	CCLX 90155