



NRUC CORPORATION

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

16924
RECORDATION NO _____ FILED 1425

JUL 5 1990 -12 25 PM

INTERSTATE COMMERCE COMMISSION

0-186A035

July 3, 1990

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

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 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
Philadelphia, PA 19103

Purchaser: Northwestern Oklahoma Railroad Co.
One Foxfield Square
Suite 200
St. Charles, IL 60174

NOTA OPERATING UNIT
JUL 5 12 20 PM '90

A fee of fifteen dollars (\$15.00) 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. I have enclosed a return envelope.

Sincerely
Larry Smith
Larry Smith
Manager of Transportation

88 252

Interstate Commerce Commission

Washington, D.C. 20423

7/5/90

OFFICE OF THE SECRETARY

Larry Smith
Manager of Transportation
NRUC Corporation
100 North Twentieth Street
Second Floor
Philadelphia, PA. 19103

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/5/90 at 12:25PM, and assigned recordation number(s). 16924, 16925 and 16926.

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

JUL 5 1990 -12 55 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

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, 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 28th day of April, 1989

ATTEST:

Robert L. Shumey Jr
Vice President

NRUC CORPORATION

By: [Signature]
Title: President

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

DATE: April 28, 1989

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

NEW CAR NUMBERS

NOKL 88252
NOKL 88258
NOKL 88260
NOKL 88262
NOKL 88265

PREVIOUS CAR NUMBERS

NSL 120742
NSL 120760
NSL 120771
NSL 120781
NSL 120794

EXHIBIT "B" PURCHASE AGREEMENT

CERTIFICATE OF INSPECTION AND ACCEPTANCE

TO: NRUC CORPORATION
100 NORTH TWENTIETH STREET
PHILADELPHIA, PA 19103

FROM: NORTHWESTERN OKLAHOMA RAILROAD COMPANY
ONE FOXFIELD SQUARE, SUITE 200
ST. CHARLES IL 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>
NORFOLK, NY	NOKL	88252	NSL	120742
"	"	88258	"	120760
"	"	88260	"	120771
"	"	88262	"	120781
"	"	88265	"	120794

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.

Signature: R. T. Seymour
President

Date: February 5, 1990

STATE OF Illinois)
COUNTY OF Deer Page) SS:

On this 12th day of February, 1990, before me personally appeared Richard Deisnow, to me personally known, who being by me duly sworn says that such person is President 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.

Geraldine De Bartolo
Notary Public
My Commission Expires: 8-6-91

