



NRUC
CORPORATION

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

16925

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RECORDATION NO FILED 1423

JUL 5 1990 -12 25 PM

INTERSTATE COMMERCE COMMISSION

0-186A034

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

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

JUL 5 12 20 PM '90
RECORDING UNIT

78007

RECORDING NO 16925 FILED 1425

JUL 5 1990 -12 25 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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 6th day of October 1989.

ATTEST:

Anne Skalamera
Secretary

NRUC CORPORATION

By: Robert J. Shinar
Title: Vice President

STATE OF Pennsylvania)
) ss
COUNTY OF Philadelphia)

On this 6th day of October, 1989, 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.



Anne Skalamera
Notary Public

My Commission Expires: August 30, 1993

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

Sworn to and subscribed before me
this 6th day of Oct 1989

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

DATE: October 6, 1989

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

<u>NEW CAR NUMBERS</u>	<u>PREVIOUS CAR NUMBERS</u>
NOKL 78002	NSL 102272
NOKL 78012	NSL 102282
NOKL 78019	NSL 102289

EXHIBIT "B" PURCHASE AGREEMENT

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>
PICKENS S.C.	NOKL	78002	NSL	102272
	NOKL	78012	NSL	102282
	NOKL	78019	NSL	102289

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: Richard F. Seymour
President

Date: October 6, 1989

STATE OF Illinois)
COUNTY OF Ou Page) ss:

On this 8th day of November, 1989, before me personally appeared Richard F. Seymour, 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