



NRUC
CORPORATION

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

RECORDATION NO 18951 FILED 1428

0-219A026 AUG 7 1990 -11 05 AM

August 6, 1990 INTERSTATE COMMERCE COMMISSION

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

Att: Ms. M. Lee Room 2303

Dear Ms. Lee;

Enclosed are one (1) original and (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 St,
Philadelphia, PA 19103

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

A check in the amount of fifteen dollars 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.

Thank you.

Sincerely,
Larry Smith
Larry Smith
Manager of Transportation

AUG 7 10 58 AM '90
OFFICE OF THE
SECRETARY

Interstate Commerce Commission
Washington, D.C. 20423

8/9/90

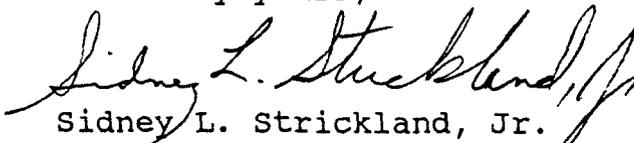
OFFICE OF THE SECRETARY

Larry Smith
NRUC Corporation 2nd FL.
100 North 20th Street
Philadelphia, PA. 19103

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/7/90 at 11:05pm, and assigned recordation number(s). 16951

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16951

RECORDATION NO. FILED 1425

BILL OF SALE

AUG 7 1990 -11 05 AM

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 1 day of August, 1990.

ATTEST:

NRUC CORPORATION

By: Robert Shavis

Title: President

STATE OF PENNSYLVANIA)
) ss
COUNTY OF PHILADELPHIA)

On this 1 day of August, 1990, before me personally appeared Robert S Davis, to me personally known, who being by me duly sworn says that such person is 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.

Rebecca H Landers
Notary Public

My Commission Expires: 5-8-96

Seal

EXHIBIT A
TO
BILL OF SALE FROM NRUC CORPORATION
TO
NORTHWESTERN OKLAHOMA RAILROAD CO.
DATED AUGUST , 1988

Description of Cars - 50'6" Seventy-Ton Boxcars bearing Car Numbers
as follows:

NEW CAR NUMBERS

NOKL 78023
NOKL 78014

PREVIOUS CAR NUMBERS

ICG 502233
NSL 102284

EXHIBIT "B" PURCHASE AGREEMENT

CERTIFICATE OF INSPECTION AND ACCEPTANCE

TO: MR. LARRY SMITH
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>
St. Lawrence	NOKL	78023	ICG	502233
St. Lawrence	NOKL	78014	NSL	102284

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: 5/30/90

STATE OF)
)
) ss:
COUNTY OF)

On this 27 day of July, 1990, before me personally appeared R. 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.

" OFFICIAL SEAL "
GERALDINE DE BARTOLO
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 8/6/91

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