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NEW JERSEY

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2-031A037

January 31, 1992

17144

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JAN 31 1992 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are one (1) original and one (1) copy of the Assignment dated as of December 23, 1991, from Rail One, Limited Partnership to Northwestern Oklahoma Railroad Co. (the "Assignment"). The Assignment relates to an Assignment and Assumption Agreement dated as of December 23, 1991 (the "Assignment and Assumption Agreement"), which Assignment and Assumption Agreement was filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 under recordation no. 17144 8. The Assignment is a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed Assignment are:

Assignor: Rail One, Limited Partnership
One Foxfield Square
Suite 200
St. Charles, Illinois 60174

Assignee: Northwestern Oklahoma Railroad Co.
One Foxfield Square
Suite 200
St. Charles, Illinois 60174

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 attached hereto and made a part hereof.

Also enclosed is our check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Patrick K. Cameron

Mr. Sidney L. Strickland
January 31, 1992
Page 2

Kindly return a file-stamped copy of the enclosed document to Patrick K. Cameron, Esq., Ober, Kaler, Grimes & Shriver, 120 East Baltimore Street, Baltimore, Maryland 21202-1643.

A short summary of the enclosed primary document to appear in the Commission's index is:

Assignment dated as of December 23, 1991, from Rail One, Limited Partnership, as Assignor, to Northwestern Oklahoma Railroad Co., as Assignee, covering twenty (20) 70-ton plate C rigid underframe box cars bearing road nos. NOKL 88270 through NOKL 88289, inclusive., and all accessions, improvements and attachments thereto and all replacements and substitutions therefor.

Very truly yours,



Patrick K. Cameron

PKC/pml
Enclosures

Schedule 1

Twenty 70 ton plate C rigid underframe boxcars
bearing road numbers as follows:

NOKL 88270
NOKL 88271
NOKL 88272
NOKL 88273
NOKL 88274
NOKL 88275
NOKL 88276
NOKL 88277
NOKL 88278
NOKL 88279
NOKL 88280
NOKL 88281
NOKL 88282
NOKL 88283
NOKL 88284
NOKL 88285
NOKL 88286
NOKL 88287
NOKL 88288
NOKL 88289

17140 E

ASSIGNMENT

JAN 31 1992 - 12 35 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Rail One, Limited Partnership, an Oklahoma limited partnership ("Assignor"), for good and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby assign, transfer and convey unto Northwestern Oklahoma Railroad Co., an Oklahoma corporation ("Assignee"), all of Assignor's right, title and interest, in and to the boxcars described in Exhibit A attached hereto (the "Cars"). Assignor hereby represents and warrants that as of the date hereof, the Cars are free and clear of all liens and encumbrances arising from Assignor's acts, other than the liens granted in favor of The First National Bank of Maryland, of Baltimore, Maryland. The Cars are transferred hereunder AS IS WHERE IS WITHOUT WARRANTY, express or implied, with respect to any matter whatsoever other than Assignor's own acts. Title shall be deemed to pass to Assignee in Woodward, Oklahoma on the date hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand this 23 day of December, 1991.

RAIL ONE, LIMITED PARTNERSHIP
By: Northwestern Oklahoma
Railroad Co.

By: Richard F. Seymour
Richard F. Seymour,
President

State of Illinois)
County of DuPage)

SS:

On this 23 day of December, 1991, before me personally appeared Richard F. Seymour, to me known, who being by me duly sworn, did say that he is the President of Northwestern Oklahoma Railroad Co. an Oklahoma corporation and the General Partner of Rail One, Limited Partnership, the limited partnership named in the foregoing instrument and acknowledged that he executed said instrument on behalf of said limited partnership pursuant to the authority vested in him by the partners of said limited partnership and that he executed the same as the free act and deed of said limited partnership.

Kathleen Kregul
Notary Public

My commission expires: April 9, 94



EXHIBIT A

NOKL	88270
NOKL	88271
NOKL	88272
NOKL	88273
NOKL	88274
NOKL	88275
NOKL	88276
NOKL	88277
NOKL	88278
NOKL	88279
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NOKL	88286
NOKL	88287
NOKL	88288
NOKL	88289

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FRANK B OBER
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WILLIAM A GRIMES
(1904 1977)
J NICHOLAS SHRIVER JR
(1912 1977)
SHERWOOD B SMITH JR
(1936 1989)

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February 3, 1992

Ms. Mildred Lee
Recordation - Room 2303
Interstate Commerce Commission
12th Street and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Filing 17144-B through 17144-E

Dear Ms Lee:

Pursuant to our conversation regarding the documents numbered 17144-B through 17144-E (which were filed on Friday, January 31, 1992), you have agreed to change the number on document 17144-E to 17144-C and the number on document 17144-C to 17144-E. We have also changed these numbers on our copies of the documents according to your directions. We are sorry for any inconvenience.

Thank you so much for your assistance and have a nice day.

Sincerely,



Deborah M. Mulligan

cc: P. K. Cameron, Esq. (via facsimile)