



0-365A008

NRUC  
CORPORATION

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

17155  
REGISTERED BY \_\_\_\_\_ FILED 148

DEC 28 1990 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

December 27, 1990

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

Att: Ms. M. Lee Room 2303

Dear Ms. Lee:

Enclosed is 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 the 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 check in the amount of fifteen dollars is enclosed. Please return one (1) original and one (1) copy of the Bill of Sale with the recordation certification data stamped thereon to my attention.

Thank you.

Sincerely,  
*Larry Smith*  
Larry Smith  
Manager of Transportation

MAILED 8 57 AM '90  
DEC 28 1990  
10 20 AM

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/22/91

OFFICE OF THE SECRETARY

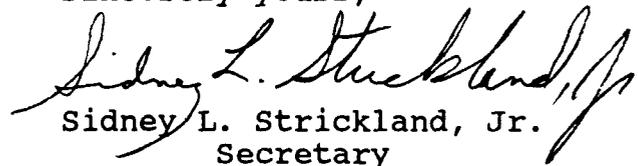
Larry Smith

NRUC Corporation  
100 North 20th St 2nd. Floor  
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 12/28/90 at 10:20am, and assigned recordation number(s). 17155

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

REGISTRATION NO. 17155 FILED 148

DEC 28 1990 -10 20 AM

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, covenant or restriction which prevents Seller from 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 LOADING AND SELLER DOES NOT MAKE ANY OTHER WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE CARS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER CONCERNING THE CARS EXCEPT AS SET FORTH ABOVE.

IN WITNESS WHEREOF, Seller has executed this instrument on the 26 day of December 1990.

ATTEST:

Jerry Smith

NRUC CORPORATION

By: Robert S. Davis  
Title: President

17155

DEC 28 1990 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

STATE OF PENNSYLVANIA )  
  ) ss  
COUNTY OF PHILADELPHIA )

On this 26<sup>th</sup> day of December, 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.

*Reesa H Landus*  
Notary Public

My commission expires: 5-8-96

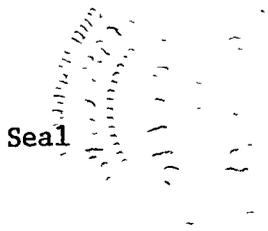


EXHIBIT A  
TO  
BILL OF SALE FROM NRUC CORPORATION  
TO  
NORTHWESTERN OKLAHOMA RAILROAD CO.  
DATED \_\_\_\_\_

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

<u>NEW CAR NUMBERS</u>	<u>PREVIOUS CAR NUMBERS</u>
NOKL 78022	NSL 102292
NOKL 78010	NSL 102280
NOKL 78026	NSL 102296
NOKL 78020	WLO 502825
NOKL 78021	WLO 502826
NOKL 78003	ICG 501660
NOKL 78027	ICG 501649
NOKL 88307	MISS 304048
NOKL 88225	NSL 155207
NOKL 88231	NSL 155213
NOKL 88232	NSL 155214
NOKL 88235	NSL 155218

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