STINSON, MAG & FIZZELL

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OVERLAND PARK, KANSAS 66210-2329

17433 RECORDATION NO. FILED 1425
JUL 15 1991 -3 20 PM
INTERSTATE COMMERCE COMMISSION

July 9, 1991

1-196A082
$45.00

17434 RECORDATION NO. FILED 1425
JUL 15 1991 -3 20 PM
INTERSTATE COMMERCE COMMISSION

17435 RECORDATION NO. FILED 1425
JUL 15 1991 -3 20 PM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. § 11303(a) are the originals and one copy each of three (3) Bills of Sale each dated May 18, 1990. Each 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 documents are :

Purchaser: DeBruce Grain, Inc.
2702 Rockcreek Parkway, Suite 400
P.O. Box 34621
North Kansas City, MO 64117

Seller: Wilson Railway Corp.
901 Thomas Beck Road
Des Moines, IA 50303

Descriptions of the railroad equipment covered by the enclosed documents are set forth in Schedule A attached hereto and made a part hereof.

Also enclosed is a check in the amount of $45.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return the stamped originals of the enclosed Bills of Sale to David W. Frantze, Stinson, Mag & Fizzell, 1201 Walnut Street, P.O. Box 419251, Kansas City, MO 64141-6251.

A short summary of each of the enclosed documents to appear in the Commission's Index follows:

Bill of Sale dated May 18, 1990 from Wilson Railway Corp., Seller, to DeBruce Grain, Buyer, covering one (1) EMD SW-1, 600 HP, 100-Ton Locomotive.

Bill of Sale dated May 18, 1990 from Wilson Railway Corp., Seller, to DeBruce Grain, Buyer, covering one (1) Vectran Remote Control Unit Model VR-10.

Bill of Sale dated May 18, 1990 from Wilson Railway Corp., Seller, to DeBruce Grain, Buyer, covering one (1) Vectran Remote Control Unit Model VR-10.

Very truly yours,

STINSON, MAG & FIZZELL

By David W. Frantze

David W. Frantze

DWF:jb
Enclosures

## Schedule A

| Quantity Manufacturer/Model | Description | Serial/Builder's Number |
|---|---|---|
| One (1) EMD SW-1 | Locomotive Unit No. 14, 600 HP, 100-Ton | 638-1 |
| One (1) Vectran VR-10 | Remote Control Unit | 72240 |
| One (1) Vectran VR-10 | Remote Control Unit | 72100 |

RECORDATION NO 17433 FILED 1425

JUL 15 1991 -3 60 PM

INTERSTATE COMMERCE COMMISSION

**BILL OF SALE**

This Bill of Sale dated this 18th day of May, 1990 from WILSON RAILWAY CORP., an Iowa corporation with its principal place of business at 901 Thomas Beck Road, Des Moines, Iowa 50315 ("Seller") to DeBruce Grain ("Buyer").

Seller, in consideration of the payment to Seller by Buyer of the sum of One Dollar ($1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign, transfer and convey to Buyer and its successors and assigns, all right, title and interest in and to the property described (the "Property") as follows:

Unit #14, SW-1, 600 HP, 100 Ton, EMD Locomotive, Builders #638-1

Seller represents and warrants that it is the owner of all right, title and interest in and to the Property and has the right, power and authority to sell, assign, transfer and convey all right, title and interest in and to the Property; that the Property is free and clear of all security interests, liens and encumbrances; and that it will warrant and defend the right, title and interest to the Property against the lawful claims of all persons whomsoever.

THE PROPERTY IS SOLD, ASSIGNED, TRANSFERRED AND CONVEYED TO BUYER IN "AS IS, WHERE IS" CONDITION AND SELLER MAKES NO EXPRESS OR IMPLIED REPRESENTATION OR WARRANTY AS TO THE CONDITION, OPERABILITY, MERCHANTABILITY, FITNESS FOR ANY PARTICULAR PURPOSE OR ANY OTHER ASPECT OF THE PROPERTY, EXCEPT WITH RESPECT TO TITLE TO THE PROPERTY AS PROVIDED ABOVE, AND SELLER HEREBY DISCLAIMS ANY AND ALL OTHER EXPRESS OR IMPLIED REPRESENTATIONS OR WARRANTIES REGARDING THE PROPERTY, INCLUDING, BUT NOT LIMITED TO, ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, AND NO SUCH REPRESENTATION OR WARRANTY HAS BEEN OR WILL BECOME A BASIS OF THE BARGAIN BETWEEN THE PARTIES, NOR HAS BEEN OR WILL BE RELIED UPON BY BUYER.

IN WITNESS WHEREOF, Seller has executed this Bill of Sale as of the day and year first above written.

WILSON RAILWAY CORP.

By _____
Douglas A. Wilson, President

Accepted:

DeBRUCE GRAIN

By _____
Paul E. DeBruce,
Chief Executive Officer

**Wilson Railway Corp.**

State of Iowa )
) SS.
County of Polk )

On this 8th day of July, 1991 before me personally appeared, Douglas A. Wilson, to me personally known, who being by me duly sworn, says that he is the President of Wilson Railway Corp., that said instrument was signed on behalf of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

Shelly Mahlberg
Notary Public

My commission expires: 4/21/94

State of Missouri )
) SS.
County of Clay )

On this 9th day of July, 1991 before me personally appeared, Paul E. DeBruce, to me personally known, who being by me duly sworn, says that he is the Chief Executive Officer of DeBruce Grain, Inc., that said instrument was signed on behalf of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[SEAL]

Patricia L. Piburn
Notary Public

PATRICIA L PIBURN
Notary Public - State of Missouri
Commissioned in Clay County
My Commission Expires Jan. 28, 1992

My commission expires: