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August 7, 2002

RECORDATION NO. 23091-B FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

AUG 19 '02 1-58 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Memorandum of Bill of Sale and Assignment, dated as of July 26, 2002 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Memorandum of Lease Agreement which was previously filed with the Board under Recordation Number 23091.

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

Seller/Assignor: I&M Rail Link, LLC
1910 East Kimberly Road
Davenport, IO 52807

Buyer/Assignee: Iowa, Chicago & Eastern Railroad
337 - 22nd Avenue South
Brookings, SD 57006

Mr. Vernon A. Williams
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Page Two

A description of the railroad equipment covered by the enclosed document is:

21 flatcars IMRL 66000 – IMRL 66020

A short summary of the document to appear in the index follows:

Memorandum of Bill of Sale and Assignment

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 23091-B FILED

AUG 19 02 1-58 PM

**MEMORANDUM OF
BILL OF SALE AND ASSIGNMENT**

SURFACE TRANSPORTATION BOARD

Memorandum of Bill of Sale and Assignment, made and entered into as of July 26, 2002 by and between I&M RAIL LINK, LLC, Seller, and IOWA, CHICAGO & EASTERN RAILROAD CORPORATION, Buyer.

WITNESSETH:

The undersigned have entered into that certain Bill of Sale and Assignment, dated as of July 26, 2002, by which Seller has sold and assigned its right, title and interest in and to certain railroad equipment and the leases and beneficial interests therein to Buyer, and Buyer has accepted and assumed all duties and obligations of Seller with respect thereto. The railroad equipment and documents related thereto are set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

I&M RAIL LINK, LLC

By: 

Name: Richard J. Stoeckly
Title: President

IOWA, CHICAGO & EASTERN RAILROAD
CORPORATION

By: 

Name: Robert O. Brownell
Title: President

DISTRICT OF)
) ss:
COLUMBIA)

On this 26th day of July, 2002, before me personally appeared Richard J. Stoeckly, who, being by me duly sworn, says that he is the President of I&M RAIL LINK, LLC, that the foregoing document was signed on behalf of said corporation, and that the execution of said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: 1/1/03

DISTRICT OF)
) ss:
COLUMBIA)

On this 26th day of July, 2002, before me personally appeared Robert O. Brownell, who, being by me duly sworn, says that he is the President of IOWA, CHICAGO & EASTERN RAILROAD CORPORATION, that the foregoing document was signed on behalf of said corporation, and that the execution of said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: Sept. 30, 2002

**EXHIBIT A
TO
MEMORANDUM OF BILL OF SALE AND ASSIGNMENT**

LESSOR: Southern Rail Leasing Inc.

LESSEE: I&M Rail Link, LLC

AGREEMENT: Lease Agreement, dated April 14, 2000, and Schedule Number 1,
dated April 14, 2000

RECORDATION #: 23091

CARS: Twenty-one (21) bulkhead flat cars bearing reporting marks:
IMRL 66000-66020, inclusive