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August 7, 2002

RECORDATION NO. 20785-A FILED

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

AUG 19 '02 10-38 AM

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 20785.

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 - 22<sup>nd</sup> Avenue South  
Brookings, SD 57006

Mr. Vernon A. Williams  
August , 2002  
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A description of the railroad equipment covered by the enclosed document is:

65 gondola cars: IMRL 320015 – IMRL 320079, excluding two casualties, IMRL 320040 and IMRL 320044, which have been replaced by IMRL 320242 and IMRL 320273.

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

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/anm  
Enclosures

RECORDATION NO. 20785-A FILED

**MEMORANDUM OF  
BILL OF SALE AND ASSIGNMENT**

AUG 19 '02 10-38 AM  
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                )

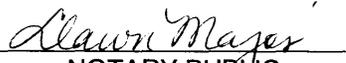
On this 26<sup>th</sup> day of July, 2002, before me personally appeared Richard J. Stoeckly, who, being by me duly sworn, says that he is the President of I&M RAIL LINK, LLC, that the foregoing document was signed on behalf of said corporation, and that the execution of said instrument was his free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

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: *11/1/03*

DISTRICT OF            )  
                                  ) ss:  
COLUMBIA                )

On this 26<sup>th</sup> 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:** First Union Rail Corporation

**LESSEE:** I&M Rail Link, LLC

**AGREEMENT:** Lease Agreement, dated April 30, 1997, and Rider No. 1, dated April 30, 1997

**RECORDATION #:** 20785

**CARS:** Sixty-five (65) gondola cars bearing reporting marks:

IMRL 320015-320039, inclusive  
IMRL 320041-320043, inclusive  
IMRL 320045-320079, inclusive  
IMRL 320242  
IMRL 320273