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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

October 18, 2002

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

RECORDATION NO. 23811-A FILED

OCT 18 '02 11-48 AM

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Bill of Sale, dated as of October 4, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Chattel Security Agreement which was previously filed with the Board under Recordation Number 23811.

The name and address of the party to the enclosed document are:

Seller/ Old Debtor: Greenway Center, LLC  
8401 Greenway Blvd.  
Middleton, WI 53562

Buyer/New Debtor: Greenway Express, LLC  
8401 Greenway Blvd.  
Middleton, WI 53562

[Secured Party: Associated Bank, N.A.  
6300 University Avenue  
Middleton, WI 53562]

Mr. Vernon A. Williams  
October 18, 2002  
Page Two

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

1. WSOR 10A
2. WSOR 10C
3. WSOR 71A
4. WSOR 800587, City of Milwaukee
5. WSOR 1002, City of Janesville
6. WSOR 1001, City of Horicon
7. WSOR 800151, Northern Pass

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

Bill of Sale

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. 23811-A FILED

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**BILL OF SALE**

SURFACE TRANSPORTATION BOARD

Greenway Center, LLC hereby assigns all of its right, title and interest to the locomotives and railcars identified on attached Exhibit B-1 to Greenway Express, LLC, a Wisconsin limited liability company that is wholly owned by Greenway Center, LLC, and warrants and represents that the assignor has marketable title to such railroad locomotives and railcars free of all liens and encumbrances except for a security interest to Associated Bank of Madison. Greenway Center, LLC also hereby grants to Greenway Express, LLC to execute any and all other legal acts necessary to perfect marketable title to the locomotives and railcars in Greenway Express, LLC registration with the Surface Transportation Board, such as filing with the Associated Bank of Madison.

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IN WITNESS WHEREOF, this Bill of Sale has been executed and acknowledged by the undersigned on this October, 2002.

**GREENWAY CENTER, LLC**

Mike E

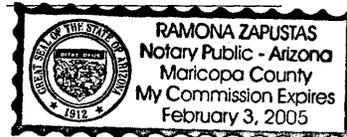
By: R.E.D. of Middleton, LLC, Manager

STATE OF Arizona )  
 ) ss.  
COUNTY OF Maricopa )

Personally came before me this 4 day of October, 2002, the above-named Mike Ebert, to me known to be the person who executed the foregoing and acknowledged the same.

Ramona Zapustas

Notary Public, State of Arizona  
My Commission:



**EXHIBIT B-1**

**Rolling Stock**

1. WSOR 10A
2. WSOR 10C
3. WSOR 71A
4. WSOR 800587, City of Milwaukee
5. WSOR 1002, City of Janesville
6. WSOR 1001, City of Horicon
7. WSOR 800151, Northern Pass

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

*10/10/02*



\_\_\_\_\_  
Robert W. Alvord