



3450 west burnsville parkway • burnsville, mn 55337
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RECORDATION NO. 26155 FILED

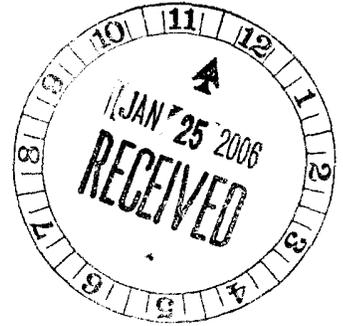
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SURFACE TRANSPORTATION BOARD

January 10, 2006

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



Dear Mr. Williams:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11301(a) are two copies of Bill of Sale, dated January 9, 2006, a primary document as defined in the Board's Rules of the Recordation of Documents.

Name and address of the party to the enclosed documents are:

Seller: Commerce Bank
7650 Edinborough Way, Suite 150
Edina, Minnesota 55435

Buyer: Data Sales Co., Inc.
3450 West Burnsville Parkway
Burnsville, Minnesota 55337

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

Fifty-two (52) RBL Rail Boxcars bearing PGR reporting marks with road mark numbers contained within the Series 2669 – 2670, 2673 – 2674, 2678, 2680 – 2682, 2684 – 2686, 2688, 2690 – 2694, 2696 – 2697, 2699 – 2702, 2705, 2710, 2711 - 2713, 2715, 2717 – 2720, 2723 – 2724, 2726, 2728 – 2729, 2731, 2735 – 2736, 2738 – 2739, 2741 – 2742, 2744 – 2749 as more particularly set forth in the Schedule A, two pages, attached to the document.

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

Bill of Sale

Mr. Vernon A. Williams
January 10, 2006
Page 2.

Also, enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Sincerely



Dan Bartho

Data Sales, Co., Inc.
3450 West Burnsville Parkway
Burnsville, MN 55337



EXHIBIT A

SURFACE TRANSPORTATION BOARD

An attachment to the Agreement of Purchase and Sale dated as of December 30, 2005 between Commerce Bank ("Seller") and Data Sales Co., Inc. ("Buyer")

BILL OF SALE

THIS BILL OF SALE ("Bill of Sale") is made upon the delivery Purchase Price as defined within paragraph 3, within this document and Closing documentation executed by **COMMERCE BANK**, a Minnesota corporation ("Seller"), in favor of **DATA SALES CO., INC.**, a Minnesota corporation ("**Buyer**").

RECITALS

WHEREAS, Seller and Buyer entered into an Agreement of Purchase and Sale dated as of December 30, 2005 ("**Agreement**") for the sale of the (52) RBL Rail Boxcars described in Schedule A -1 attached hereto ("**Units**").

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration the receipt and adequacy of which is hereby acknowledged, Seller agrees as follows:

1. **Sale of Units.** Subject to the terms, conditions and covenants set forth in the Agreement, Seller does hereby sell, convey, assign and transfer to Buyer all of its right, title and interest in and to the Units.

2. **DISCLAIMER OF WARRANTY.** SELLER SELLS AND BUYER PURCHASES THE UNITS AS-IS AND WHERE-IS, AND SELLER MAKES NO REPRESENTATIONS OR WARRANTIES OF ANY KIND RESPECTING THE UNITS WHETHER STATUTORY, WRITTEN, ORAL OR IMPLIED AND SELLER HAS NOT MADE AND DOES NOT HEREBY MAKE, NOR SHALL IT BE DEEMED BY VIRTUE OF HAVING SOLD THE UNITS PURSUANT TO THIS BILL OF SALE TO HAVE MADE, ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF WORKMANSHIP IN THE UNITS, ALL OF WHICH ARE EXPRESSLY DISCLAIMED, AND SELLER SHALL NOT BE LIABLE, IN CONTRACT, TORT, STRICT LIABILITY OR OTHERWISE, ON ACCOUNT OF ANY MANUFACTURER'S DEFECT OR OTHER DEFECT, WHETHER HIDDEN, LATENT OR OTHERWISE DISCOVERABLE OR NONDISCOVERABLE RESPECTING ANY UNITS; HOWEVER, SELLER DOES WARRANT THAT IT HAS GOOD TITLE TO THE UNITS AND THAT THEIR TRANSFER IS RIGHTFUL AND WITHOUT LIEN, SECURITY INTEREST OR ENCUMBRANCE ARISING BY, THROUGH OR UNDER SELLER.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its officer thereunto duly authorized on the day and year first above written.

COMMERCE BANK

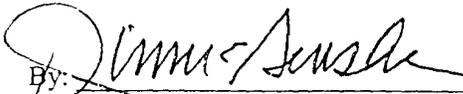
By: 
Name: Jim Senske
Title: President

EXHIBIT A - Continued

SCHEDULE A-1

TO THE BILL OF SALE

Seller: Commerce Bank
Buyer: Data Sales Co., Inc.

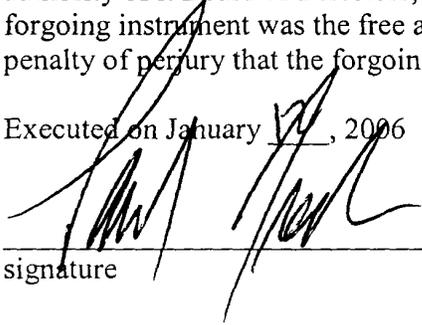
Unit Numbers: (52 RBL Rail Boxcars)

<u>Car</u>			<u>Car</u>		
<u>Initial</u>	<u>Car Number</u>	<u>Car Type</u>	<u>Initial</u>	<u>Car Number</u>	<u>Car Type</u>
PGR	2669	100 ton, 62 foot RBL Boxcar	PGR	2711	100 ton, 62 foot RBL Boxcar
PGR	2670	100 ton, 62 foot RBL Boxcar	PGR	2712	100 ton, 62 foot RBL Boxcar
PGR	2673	100 ton, 62 foot RBL Boxcar	PGR	2713	100 ton, 62 foot RBL Boxcar
PGR	2674	100 ton, 62 foot RBL Boxcar	PGR	2715	100 ton, 62 foot RBL Boxcar
PGR	2676	100 ton, 62 foot RBL Boxcar	PGR	2717	100 ton, 62 foot RBL Boxcar
PGR	2678	100 ton, 62 foot RBL Boxcar	PGR	2718	100 ton, 62 foot RBL Boxcar
PGR	2680	100 ton, 62 foot RBL Boxcar	PGR	2719	100 ton, 62 foot RBL Boxcar
PGR	2681	100 ton, 62 foot RBL Boxcar	PGR	2720	100 ton, 62 foot RBL Boxcar
PGR	2682	100 ton, 62 foot RBL Boxcar	PGR	2723	100 ton, 62 foot RBL Boxcar
PGR	2684	100 ton, 62 foot RBL Boxcar	PGR	2724	100 ton, 62 foot RBL Boxcar
PGR	2685	100 ton, 62 foot RBL Boxcar	PGR	2726	100 ton, 62 foot RBL Boxcar
PGR	2686	100 ton, 62 foot RBL Boxcar	PGR	2728	100 ton, 62 foot RBL Boxcar
PGR	2688	100 ton, 62 foot RBL Boxcar	PGR	2729	100 ton, 62 foot RBL Boxcar
PGR	2690	100 ton, 62 foot RBL Boxcar	PGR	2731	100 ton, 62 foot RBL Boxcar
PGR	2691	100 ton, 62 foot RBL Boxcar	PGR	2735	100 ton, 62 foot RBL Boxcar
PGR	2692	100 ton, 62 foot RBL Boxcar	PGR	2736	100 ton, 62 foot RBL Boxcar
PGR	2693	100 ton, 62 foot RBL Boxcar	PGR	2738	100 ton, 62 foot RBL Boxcar
PGR	2694	100 ton, 62 foot RBL Boxcar	PGR	2739	100 ton, 62 foot RBL Boxcar
PGR	2696	100 ton, 62 foot RBL Boxcar	PGR	2741	100 ton, 62 foot RBL Boxcar
PGR	2697	100 ton, 62 foot RBL Boxcar	PGR	2742	100 ton, 62 foot RBL Boxcar
PGR	2699	100 ton, 62 foot RBL Boxcar	PGR	2744	100 ton, 62 foot RBL Boxcar
PGR	2700	100 ton, 62 foot RBL Boxcar	PGR	2745	100 ton, 62 foot RBL Boxcar
PGR	2701	100 ton, 62 foot RBL Boxcar	PGR	2746	100 ton, 62 foot RBL Boxcar
PGR	2702	100 ton, 62 foot RBL Boxcar	PGR	2747	100 ton, 62 foot RBL Boxcar
PGR	2705	100 ton, 62 foot RBL Boxcar	PGR	2748	100 ton, 62 foot RBL Boxcar
PGR	2710	100 ton, 62 foot RBL Boxcar	PGR	2749	100 ton, 62 foot RBL Boxcar

CORPORATE FORM OF ACKNOWLEDGEMENT

I, Paul Breckner, certify that I am President of Data Sales Co., Inc., that this acknowledgement to the forgoing instrument is corporate seal acknowledgement of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of it Board of Directors, and that I acknowledge that the execution of the forgoing instrument was the free act and deed of the corporation. I further declare under penalty of perjury that the forgoing is true and correct.

Executed on January 12, 2006



signature

State of Minnesota)
County of Dakota)^{ss:}

On this the 12 day of January, 2006 before me personally appeared Paul Breckner, to me personally known, who being by me duly sworn, says that he is the President of Data Sales Co., Inc., that said forgoing instruments was signed and sealed of said corporation by authority of it Board of Directors, and he acknowledges that the execution of the forgoing instrument was the free act and deed of said corporation.

“no seal”

Signature of Notary Public Wendy Ann Berndt
My commission expires 1-31-2010

