

THE LAW OFFICES OF

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RICHARD F. LORITZ

JULIE BURT

17776 A  
REGISTRATION NO. FILED 1992

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REGISTRATION NO. FILED 1992

April 15, 1992 INTERSTATE COMMERCE COMMISSION

APR 20 1992 -3 15 PM

Office of the Secretary  
Interstate Commerce Commission  
Twelfth Constitution Ave., N.W.  
Room 2303  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

RE: Security Agreement and Bill of Sale  
Given by Wilson Railway Corp., in favor of  
National Railway Equipment Co.

Dear Mr. Secretary:

I have enclosed an original and one copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The documents included are a Security Agreement and a Bill of Sale and are primary documents dated January 18, 1991. The names and addresses of the parties to the documents are as follows:

National Railway Equipment Company  
An Illinois Corporation  
14400 S. Robey Street  
P.O. Box 2270  
Dixmoor, IL 60426

Wilson Railway Corp.  
901 Thomas Beck Road  
P.O. Box 697  
Des Moines, Iowa 50303

A description of the equipment covered by the document follows:

<u>Unit No.</u>	<u>Type</u>	<u>General Description</u>
4059	F7A	EMD 1500 H.P. Locomotive (Serial #65-K3-1008)
4064	F7A	EMD 1500 H.P. Locomotive (Serial #67-E3-7022)

Of Counsel

David Dineff  
Patrick Dwyer  
Thomas E. Grotta  
Sheldon Lebold

Telecopier  
708-349-6628

MOTOR OPERATING UNIT  
APR 20 3 06 PM '92

Office of the Secretary  
April 15, 1992  
Page 2

A fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the commission for recordation to Richard F. Loritz, 9533 W. 143rd Street, Orland Park, IL 60462.

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

A Security Agreement and Bill of sale covering locomotive equipment identified as two (2) locomotives, type F7A, EMD 1500 H.P., with National Railway Equipment Co., the purchaser, and Wilson Railway Corp., the seller.

Also attached is an Affidavit executed by the attorney in fact for National Railway Equipment Co. and appropriately notarized declaring that the enclosed copy is identical to the original document.

Very truly yours,

NATIONAL RAILWAY EQUIPMENT CO.  
an Illinois Corporation

BY:   
RICHARD F. LORITZ

ITS: Attorney and Agent in Fact

RFL/sjg

Enclosures

nrec#415.92m

BILL OF SALE

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INTERSTATE COMMERCE COMMISSION

This Bill of Sale dated this 18th day of January, 1991 from WILSON RAILWAY CORP., an Iowa corporation with its principal place of business at 901 Thomas Beck Road, Des Moines, Iowa 50315 ("Seller") to National Railway Equipment Company ("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:

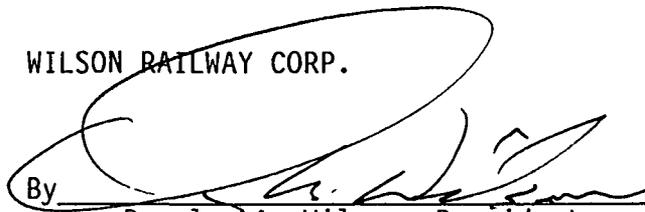
Unit #4059, F7A, 1500 HP, 120 Ton, EMD Locomotive, Serial #65-K3-1008  
Unit #4064, F7A, 1500 HP, 120 Ton, EMD Locomotive, Serial #67-E3-7022

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.

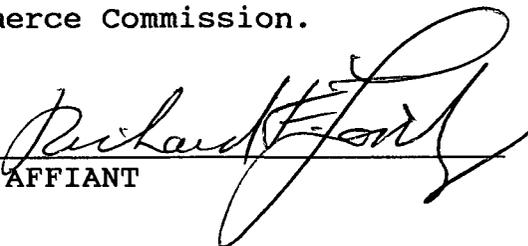
By   
Douglas A. Wilson, President

**AFFIDAVIT**

STATE OF ILLINOIS )  
                          ) ss  
COUNTY OF COOK   )

The undersigned states that he has read the attached document and that the document attached is identical to the complete and original document.

This Affidavit is made pursuant to the procedures in Section 117.3(2)(b) relative to the recordation of documents with the Interstate Commerce Commission.

  
\_\_\_\_\_  
AFFIANT

Subscribed and Sworn to  
before me this 15<sup>th</sup> day  
of April, 1992.

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

OFFICIAL SEAL  
SARAH J. GOODNIGHT  
NOTARY PUBLIC STATE OF ILLINOIS  
MY COMMISSION EXP. MAR. 21, 1994