

**OSTER RESEARCHING SERVICES**

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August 5, 2013

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Bill of Sale dated 2/7/13

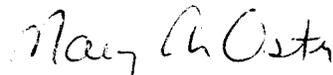
Seller: Fortaleza Construction Company, Inc.  
Post Office Box 221  
Salisbury, MD 21804

Buyer: Belvidere & Lehigh River Railway  
Post Office Box 200  
Ringoes, NJ 08551

Equipment: 1, EMD SW8 900 HP Locomotive  
BDVR 908, previously MDDE 908

Please record this agreement as a primary document. The filing fee of \$42 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, on this 7<sup>th</sup> day of FEBRUARY, 2013, the Seller, Fortaleza Construction Company, Inc. (hereafter "FCC") in consideration of the sum of \$99,000.00 and other just and valuable consideration paid to me in hand by the Buyer, Belvidere & Lehigh River Railway Company, Inc. (hereafter "BLHR") has granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer and deliver unto BLHR, full legal and beneficial title to the following goods and chattels:

one (1) EMD SWS 900 horsepower locomotive, b'n 14027, built August 1951, currently marked BDVR 908 (previously marked MDDE 802), together with all equipment and accessories affixed thereto (the "Locomotive").

Being the same Locomotive purchased by FCC from Consolidated Rail Corporation on June 19th, 1998.

To have and to hold the same until BLHR, its executors, administrators, and assigns forever;

BLHR has inspected the locomotive and is leasing the locomotive in "AS IS, WHERE IS AND WITH ALL FAULTS." FCC makes no representations or warranties of any kind, expressed or implied. FCC SPECIFICALLY DISCLAIMS ANY WARRANTY AS TO THE LOCOMOTIVE, ITS MATERIALS OR ANY COMPONENT THEREOF, WHETHER AS TO THEIR CONDITION, QUANTITY, QUALITY, VALUE, DESIGN, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE, USE OR ASSIGNMENT. FCC shall under no circumstances be responsible for any damages or loss of services in the event the locomotive should fail to operate or fail to operate properly. *It is understood that the locomotive has non-compliant wheels and BLHR shall be responsible for replacing or renewing wheels at its own expense if locomotive is to be used on the general railroad system.*

FCC warrants and represents to BLHR that it has legal and beneficial title to the Locomotive, and that the Locomotive is being delivered free of any security interest, lien or encumbrance thereon, except for the Locomotive Lease dated August 31, 2011, between FCC and BLHR, which is being terminated, and any subleases entered into by BLHR.

BLHR shall indemnify, defend and hold harmless FCC, and its agents and employees, from and against all claims, damages, losses, and expenses, including reasonable attorney's fees, in the event a third party files action against FCC, arising out of BLHR's purchase, ownership, use, or subsequent disposition of the Locomotive.

BLHR shall remove all reporting marks of FCC as soon as practical after taking possession of the Locomotive if it has not previously done so.

For the Seller:

Accepted by the Buyer:

FORTALEZA CONSTRUCTION  
COMPANY, INC.

BELVIDERE & LEHIGH RIVER  
RAILWAY COMPANY, INC.

By: [Signature]  
Eric Callaway, President

By: [Signature]  
Kean Burenga, President

State of MARYLAND City/County of: CAROLINE to wit

The foregoing affidavit was subscribed, sworn, and acknowledged before me this 7<sup>th</sup> day of FEBRUARY, 2013 by Eric H. Callaway, President of Fortaleza Construction Company, Inc.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public [Signature]  
My Commission Expires

**Rita J. Jones**  
Notary Public  
Caroline County  
State of Maryland  
My commission expires 06-25-14