

# Bill of Sale

BE IT KNOWN, that for payment in the sum of \$480,000.00, the full receipt of which is hereby acknowledged, the undersigned Transportation Management Services, Inc. (Seller) hereby sells and transfers to Atlanta Pacific Rail, L.L.C. (Buyer), the Goods listed on Exhibit A attached hereto.

Seller acknowledges receipt of \$480,000.00 in full for the Goods explicitly listed in Exhibit A. Buyer acknowledges that only the Goods explicitly named on Exhibit A is included in the transfer.

Seller warrants to Buyer that Seller has good and marketable title and registration to the Goods, full authority to sell and transfer the Goods, and that the Goods are sold free of all liens, encumbrances, liabilities, and adverse claims of every nature and description whatsoever. A copy of the certificate of title will also be delivered by Seller to Buyer for all items requiring such title.

Said property is sold in "as is" condition and where currently located. The seller makes no representations or warranties as to the condition of any of the items listed on Exhibit A.

Buyer hereby acknowledges the personal responsibility for the payment of storage fees, transportation (if applicable), and any other costs associated with the purchase of the Goods, if any.

In the event of litigation to interpret or enforce the provisions contained in this Bill of Sale, the prevailing party shall be entitled to reimbursement for reasonable attorney's fees and costs incurred herein.

IN WITNESS WHEREOF, the Parties have executed this Bill of Sale on January 3, 2018

Buyer: Atlanta Pacific Rail, L.L.C.

Seller: Transportation Management Services Inc.

DocuSigned by:

*Thomas G. Hoback*

1/3/2018 | 12:34 PM

Printed Name: Thomas G. Hoback

DocuSigned by:

*Bill Drunic*

1/29/2018 | 1:43 PM

Printed Name: Bill Drunic

**EXHIBIT A**

<u>Item Description</u>	<u>Quantity</u>	<u>Unit Price</u>	<u>Total Price</u>
(The following railroad passenger cars)			
1. NERR #39981 – Ex Santa Fe Railroad/Amtrak Hy-level Stainless Dining Car.	1	\$80,000.00	\$80,000.00
2. NERR #39915 – Ex Santa Fe Railroad/Amtrak Hy-level Stainless Coach/Dorm/Transition Car.	1	\$80,000.00	\$80,000.00
3. NERR #39948 – Ex Santa Fe Railroad/Amtrak Hy-level Stainless Coach	1	\$80,000.00	\$80,000.00
4. NERR #39945 – Ex Santa Fe Railroad/Amtrak Hy-level Stainless Coach	1	\$80,000.00	\$80,000.00
5. NERR #39960 – Ex Santa Fe Railroad/Amtrak Hy-level Stainless Coach	1	\$80,000.00	\$80,000.00
6. NERR #39917 – Ex Santa Fe Railroad/Amtrak Hy-level Stainless Coach/Dorm/Transition Car.	1	\$80,000.00	\$80,000.00

**Total: \$480,000.00**

 A blue rectangular stamp with the letters "DS" in the top right corner and the handwritten initials "TGH" in the center.


 A blue rectangular stamp with the letters "DS" in the top right corner and the handwritten initials "BD" in the center.