

**EXHIBIT B TO  
PURCHASE AND SALE AGREEMENT**

**FORM  
OF  
BILL OF SALE**

**BILL OF SALE**

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, SANDTON RAIL COMPANY, LLC (the "Company") does hereby sell, assign and transfer unto THE DENVER ROCK ISLAND RAILROAD ("Buyer"), and its successors and assigns, the units of railroad equipment described in Schedule 1 (the "Equipment").

The Company hereby warrants that it has good and marketable title to the Equipment free and clear of all leases, rental agreements, liens, security interests or encumbrances arising by, through or under the Company.

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between the Company and Buyer dated as of January , 2020 (the "Agreement"). The Equipment shall be deemed to be delivered in the jurisdiction where it is located.

Except as expressly set forth herein or in the Agreement, the sale of the Equipment is on an "as is", "where is", with "no representations or warranties" basis.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 7<sup>th</sup> day of February, 2020.

SANDTON RAIL COMPANY, LLC


By: \_\_\_\_\_

Name: Robert Rice

Title: Authorized Signer

ACKNOWLEDGED AND ACCEPTED:

THE DENVER ROCK ISLAND RAILROAD

By: 

Name: JASON TRAVERS

Title: General Manager

**SCHEDULE 1 TO BILL OF SALE**

1. Electro-Motive Diesel (EMD) GP 9 locomotive with car mark SDCX and road number 88.
2. Electro-Motive Diesel (EMD) GP 38 locomotive with car mark SDCX and road number 02.