

Bill of Sale

BE IT KNOWN, that for payment in the sum of \$ 155,000.00, the full receipt of which is hereby acknowledged, the undersigned New Orleans Public Belt Rail Corporation (Seller) hereby sells and transfers to Motive Power, Inc. (Buyer), the Goods listed on Exhibit A attached hereto.

Seller acknowledges receipt of \$ 155,000.00 in full for the Goods explicitly listed in Exhibit A. Buyer acknowledges that only the Goods explicitly named on Exhibit A are 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 transfer of possession 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 June 15, 2021

Buyer: Motive Power, Inc

Seller: New Orleans Public Belt Railroad Corporation

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Printed Name: Gary Grace

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Printed Name: Brandy D. Christian

EXHIBIT A

| Item Description | Quantity | Unit Price | Total Price |
|--|----------|--------------|--------------|
| Railroad Locomotive known as MP1500D #1505 | 1 | \$155,000.00 | \$155,000.00 |

Buyer/Seller Contact Information

New Orleans Public Belt Railroad
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