

# Bill of Sale

BE IT KNOWN, that for payment in the sum of \$ 814,285.71, the full receipt of which is hereby acknowledged, the undersigned California Zephyr Railcar Charters (Seller) hereby sells and transfers to Cuyahoga Valley Scenic Railroad (Buyer), the Goods listed on Exhibit A attached hereto.

Seller acknowledges receipt of \$814,285.71 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 September 17, 2018

Buyer: Cuyahoga Valley Scenic Railroad

Seller: California Zephyr Railcar Charters

DocuSigned by:

*Joseph W. Mazur*

9/18/2018 | 8:06 AM

Printed Name: Joseph W. Mazur

DocuSigned by:

*Burt Herme*

9/17/2018 | 5:27 PM

Printed Name: Burt Herme

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**EXHIBIT A**

<u>Item Description</u>	<u>Quantity</u>	<u>Unit Price</u>	<u>Total Price</u>
Railroad Passenger Car known as "Silver Lariat" Amtrak ID #800190	1	\$557,142.86	\$557,142.86
Railroad Passenger Car known as "Silver Rapids" Amtrak ID #800481	1	\$192,857.14	\$192,857.14
Railroad Passenger car known as "Silver Peak" Amtrak ID #800838	1	\$64,285.71	\$64,285.71
			<b><u>Total: \$ 814,285.71</u></b>