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CERTIFICATE

INTERSTATE COMMERCE COMMISSION

The undersigned, being duly appointed officers of NORTHBROOK CORPORATION, a Delaware corporation, formerly known as FUNDING SYSTEMS RAILCARS, INC., ("Northbrook") and NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY, a Minnesota corporation ("Northwestern"), do hereby certify that the transactions contemplated by the Stipulation for Amended Agreed Order dated May 17, 1983 and the Amended Agreed Order dated May 25, 1983 allowing such sale were consummated on or about December 13, 1983. As a result of certain orders of the United States Bankruptcy Court for the Northern District of Illinois, Northwestern acquired railcars bearing reporting marks PVS1000 through PVS1099 free and clear of all claims, encumbrances, rights and security interests, including the security interests filed with the Interstate Commerce Commission which, to the best knowledge and belief of the undersigned, are filed under the recordation numbers listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed as of the 31<sup>st</sup> day of AUGUST, 1987.

NORTHBROOK CORPORATION, a Delaware corporation, formerly known as FUNDING SYSTEMS RAILCARS, INC.

By *Dennis T. Hines*  
Its EXECUTIVE VICE PRESIDENT - FINANCE

ATTEST:

*Donald L. Kilbourne*

NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY, a Minnesota corporation

By *Donald M. Ferce*

Its DONALD M. FERCE  
Second Vice President - Securities

ATTEST:

*Edward B. Krebela*

EXHIBIT A

ICC RECORDATION NUMBERS

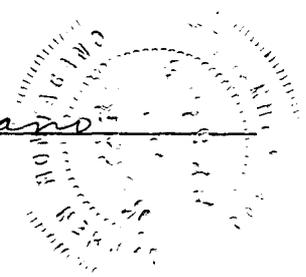
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14394

STATE OF ILLINOIS )  
                          )     SS  
COUNTY OF C O O K )

I, Carmen Montagano, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Dennis T. Hurst and \_\_\_\_\_, of the within named Northbrook Corporation, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, as such Executive Vice President-Finance and \_\_\_\_\_, respectively, and to me personally known to be such officers of said corporation, appeared before me this day in person, and acknowledged that they signed and delivered the said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and that said Dennis T. Hurst did also then and there acknowledge that he, as custodian of the corporate seal of said corporation, did affix the said corporate seal of said corporation to the said instrument as his own free and voluntary act and deed and as the free and voluntary act and deed of the corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 13th day of August, 1987.

Carmen Montagano  
Notary Public



My Commission Expires:

**My Commission Expires October 20, 1988**

STATE OF Minnesota  
COUNTY OF Anoka ) SS

I, Linda J. Napier, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that Donald M. Terrel and \_\_\_\_\_, of the within named Northwestern National Life Insurance Company, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, as such 2nd Vice President and \_\_\_\_\_, respectively, and to me personally known to be such officers of said corporation, appeared before me this day in person, and acknowledged that they signed and delivered the said instrument as their free and voluntary act and deed and as the free and voluntary act and deed of said corporation for the uses and purposes therein set forth; and that said Donald M. Terrel did also then and there acknowledge that he, as custodian of the corporate seal of said corporation, did affix the said corporate seal of said corporation to the said instrument as his own free and voluntary act and deed and as the free and voluntary act and deed of the corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 31st day of August, 1987.

Linda J. Napier  
Notary Public

My Commission Expires: July 22, 1992

