



# NORTHBROOK CORPORATION

INTERSTATE COMMERCE COMMISSION

DEC 29 1988 2-15 PM  
1 6119  
RECORDATION NO. 6119

INTERSTATE COMMERCE COMMISSION

December 28, 1988

DEC 29 1988 2-15 PM  
RECORDATION NO. 6120

SENT VIA FEDERAL EXPRESS

Ms. Rita McGee  
Interstate Commerce Commission  
Washington, DC 20423

No. 8-364A0523

Date DEC 29 1988

Fee \$ 39.00

INTERSTATE COMMERCE COMMISSION

DEC 29 1988 2-15 PM  
1 6118  
RECORDATION NO. 6118

100 OFFICE OF THE SECRETARY  
DEC 29 2 10 PM '88  
MOTORCARRIER

Dear Madam:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are two originals each of three Bills of Sale dated December 22, 1988 as follows:

1. Bill of Sale between Northwestern National Life Insurance Company (Seller) and Northbrook Corporation (Purchaser) for one hundred six (106) railroad cars.
2. Bill of Sale between The North Atlantic Life Insurance Company of America (Seller) and Northbrook Corporation (Purchaser) for eighteen (18) railroad cars.
3. Bill of Sale between Northern-Life Insurance Company (Seller) and Northbrook Corporation (Purchaser) for sixty-two (62) railroad cars.

The names and addresses of the parties to the enclosed documents are:

**Seller:** Northwestern National Life Insurance Company  
The North Atlantic Life Insurance Company of America  
Northern Life Insurance Company  
512 Nicollet Mall  
Minneapolis, MN 55440

**Purchaser:** Northbrook Corporation  
2215 Sanders Road  
Suite 370  
Northbrook, IL 60062

After January 9, 1989, the originals of all of the above documents after recordation should be returned to Mr. Robert Dwyer, Vice President-Sales, Rail Division, Northbrook Corporation, 875 North Michigan Avenue, Suite 1400, Chicago, IL 60611.

Ms. Rita McGee  
Interstate Commerce Commission  
December 28, 1988  
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Enclosed is Northbrook Corporation's check for \$39.00 to cover the recordation of the three separate documents (\$13.00 each).

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Sincerely yours,

Northbrook Corporation

By   
Earl L. Freeman

Enclosures (7)

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/30/88

OFFICE OF THE SECRETARY

Robert Dwyer  
Vice President-Sales  
Rail Division- Northbrook Corp.  
875 North Michigan Avenue, Suite 1400  
Chicago, Illinois 60611

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/29/88 at 2:15pm, and assigned recordation number(s). 16118, 16119, 16120

Sincerely yours,

*Nerita L. McLee*

Secretary

Enclosure(s)

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

DEC 29 1988 2-15p

REGISTRATION NO. 6118 FEB 1988

KNOW ALL MEN BY THESE PRESENTS, that Northwestern National Life Insurance Company, a Minnesota corporation, (herein "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by the Northbrook Corporation (herein "Purchaser"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Purchaser all right, title and interest in and to the following personal property (herein "Equipment") more specifically described as follows:

One Hundred Six (106) railroad cars bearing reporting marks UMP 6825, UMP 6833, UMP 6863 through UMP 6864 inclusive, UMP 6866, UMP 6869, UMP 6871, UMP 6874 through UMP 6876 inclusive, UMP 6880, UMP 6882, UMP 6884, UMP 6886 through UMP 6887 inclusive, UMP 6890, UMP 6892, UMP 6898, UMP 6912 through UMP 6913 inclusive. UMPX 6821, UMPX 6827, UMPX 6837 through UMPX 6839 inclusive, UMPX 6841, UMPX 6843, UMPX 6846, UMPX 6853 through UMPX 6854 inclusive, UMPX 6857, UMPX 6860, UMPX 6862, UMPX 6867, UMPX 6872, UMPX 6879, UMPX 6881, UMPX 6883, UMPX 6893 through UMPX 6894 inclusive, UMPX 6897, UMPX 6899, UMPX 6906, UMPX 6914, UMPX 6916, UMPX 6918, UMPX 7435, UMPX 7453, UMPX 7479, UMPX 7498. WSOR 6829, WSOR 6831 through WSOR 6832 inclusive, WSOR 6834, WSOR 6836, WSOR 6842, WSOR 6845, WSOR 6848, WSOR 6851 through WSOR 6852 inclusive, WSOR 6861, WSOR 6865, WSOR 6868, WSOR 6870, WSOR 6873, WSOR 6877 through WSOR 6878 inclusive, WSOR 6885, WSOR 6888 through WSOR 6889, WSOR 6895 through WSOR 6896 inclusive, WSOR 6900 through WSOR 6901 inclusive, WSOR 6903 through WSOR 6905 inclusive, WSOR 6907, WSOR 6908 through WSOR 6911 inclusive, WSOR 6915, WSOR 6917, WSOR 7433 through WSOR 7434 inclusive, WSOR 7436 through WSOR 7450 inclusive, WSOR 7452, WSOR 7456 through WSOR 7458 inclusive, WSOR 7460.

Seller hereby warrants to the Purchaser, its successors and assigns, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment and good and lawful right to sell the same, and that title to the Equipment is hereby duly vested in Purchaser free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever except as set forth on Schedule 1 hereto. Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Purchaser from and against any loss, expense, damages, or deficiencies arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 22nd day of December, 1988.

NORTHWESTERN NATIONAL LIFE INSURANCE COMPANY

BY: Edward B. Krekeler, Jr.  
Edward B. Krekeler, Jr.  
Authorized Representative  
TITLE: \_\_\_\_\_

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RECEIPT

Purchaser hereby acknowledges receipt of the Cars identified in the foregoing Bill of Sale this 22nd day of December, 1988.

NORTHBROOK CORPORATION

BY: Earl E. Johnson  
Vice President and General  
Manager Rail Division

SCHEDULE 1 TO BILL OF SALE

LEASE AGREEMENTS

Railcar Lease Agreement, dated October 16, 1985 between Northbrook Corporation and Arch of Illinois, Inc.

Railcar Lease Agreement, dated January 23, 1984 between Northbrook Corporation and Jim Walter Resources, Inc.

Railcar Lease Agreement, dated March 18, 1987 between Northbrook Corporation and Westmoreland Coal Sales Company.

Railcar Lease Agreement, dated August 1, 1988 between Northbrook Corporation and Conrad Yelvington Distributors, Inc.



STATE OF ILLINOIS            )  
                                  ) SS.  
COUNTY OF DUPAGE         )

On this 22nd day of December, 1988 before me personally appeared Earl L. Freeman, to me personally known, who, being by me duly sworn, says that he/she is Vice President/General Manager - Rail Division of Northbrook Corporation and this instrument was signed on behalf of said corporation by proper authority therefore, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My Commission Expires Jan. 27, 1989