



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. 8-364A022

INTERSTATE COMMERCE COMMISSION

Date DEC 29 1988

Fee \$

39.00

DEC 29 1988 2-15 PM

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RECORDATION NO. 6118

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
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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
Earl L. Freeman

Enclosures (7)

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

DEC 29 1988 2-15
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RECORDATION NO. FILE 148

KNOW ALL MEN BY THESE PRESENTS, that The North Atlantic Life Insurance Company of America, a New York 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 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:

Eighteen (18) railroad cars bearing reporting marks WSOX 6820, WSOX 6822, WSOX 6823, WSOX 6826, WSOX 6830, WSOX 6840, WSOX 6844, WSOX 6849, WSOX 6855, WSOX 6856, WSOX 6858, WSOX 6859, WSOX 6891, WSOX 6902, WSOX 6919, WSOX 7454, WSOX 7464, WSOX 7483.

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

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.

THE NORTH ATLANTIC LIFE INSURANCE COMPANY OF AMERICA

BY: Edward B. Krekeler, Jr.

TITLE: Edward B. Krekeler, Jr.
Assistant Treasurer

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 C. Drennon
Vice President and General
Manager Rail Division

SCHEDULE 1 TO BILL OF SALE

LEASE AGREEMENTS

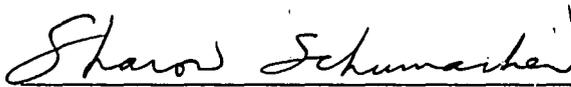
Railcar Lease Agreement, dated October 16, 1985 between Northbrook Corporation and Arch of Illinois, Inc.

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.

STATE OF ILLINOIS)
)
COUNTY OF DUPAGE) SS.

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