



NORTHBROOK CORPORATION

INTERSTATE COMMERCE COMMISSION

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

INTERSTATE COMMERCE COMMISSION

December 28, 1988

DEC 29 1988 2-15 PM
1 6120
RECORDATION NO. 1988 1988

SENT VIA FEDERAL EXPRESS

Ms. Rita McGee
Interstate Commerce Commission
Washington, DC 20423

No. 8-364A023
INTERSTATE COMMERCE COMMISSION

Date DEC 29 1988

Fee \$

39.00
DEC 29 1988 2-15 PM
1 6118
RECORDATION NO. 1988 1988

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.

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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
1 6120
RECORDATION NO. 6120 FILE 128

KNOW ALL MEN BY THESE PRESENTS, that Northern Life Insurance Company, a Washington 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:

Sixty-Two (62) railroad cars bearing reporting marks UMP 6825, UMP 6833, UMP 6863, UMP 6864, UMP 6866, UMP 6869, UMP 6871, UMP 6874, UMP 6875, UMP 6876, UMP 6880, UMP 6882, UMP 6884, UMP 6886, UMP 6887, UMP 6890, UMP 6892, UMP 6898, UMP 6912, UMP 6913, UMPX 6821, UMPX 6827, UMPX 6837, UMPX 6838, UMPX 6839, UMPX 6841, UMPX 6843, UMPX 6846, UMPX 6853, UMPX 6854, UMPX 6857, UMPX 6860, UMPX 6862, UMPX 6867, UMPX 6872, UMPX 6879, UMPX 6881, UMPX 6883, UMPX 6893, UMPX 6894, UMPX 6897, UMPX 6899, UMPX 6906, UMPX 6914, UMPX 6916, UMPX 6918, UMPX 7435, UMPX 7453, UMPX 7479, UMPX 7498, WSOR 7519, WSOR 7521 through WSOR 7528 inclusive, WSOR 7530 through WSOR 7532 inclusive.

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.

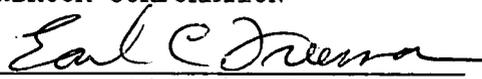
NORTHERN LIFE INSURANCE COMPANY

BY: 
TITLE: Gary L. Jacobson
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: 
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.

ACKNOWLEDGMENT

STATE OF MINNESOTA)
) SS.
COUNTY OF HENNEPIN)

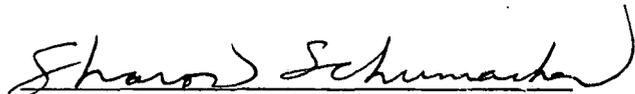
The foregoing instrument was acknowledged before me this 22nd day of December, 1988 by Gary L. Jacobson, the Assistant Treasurer of Northern Life Insurance Company, on behalf of the corporation.

Linda J. Napier
Notary Public

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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