

 NORTHBROOK RAIL CORPORATION

2-345A005

December 2, 1992

Ms. Mildred Lee
Interstate Commerce Commission
Recordation Department
12th and Constitution Ave., NW
Washington, DC 20423

RECORDATION NO. **18034** FILED 1225

DEC 10 1992 - 9 45 AM

INTERSTATE COMMERCE COMMISSION

RE: Enclosed Bills of Sale for Recordation

Dear Ms. Lee:

Please find enclosed two (2) originals of the Bill of Sale between Terminal Grain Corporation and Northbrook Rail Corporation as well as a listing of the forty-three (43) car numbers involved for recordation with the ICC.

The addresses for the two (2) corporations are as follows:

Terminal Grain Corporation
P.O. Box 3809
518 8th Street
Sioux City, IA 51102

or

Northbrook Rail Corporation
2025 S. Arlington Heights Road
Suite 119
Arlington Heights, IL 60005

Please do not hesitate to contact me if you have any questions at (708) 228-0660.

Sincerely,

Tracy Boyce

Tracy A. Boyce
Contract Coordinator

enclosures

DEC 10 9 45 AM '92
RECORDATION DEPARTMENT
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D.C. 20423

12/10/92

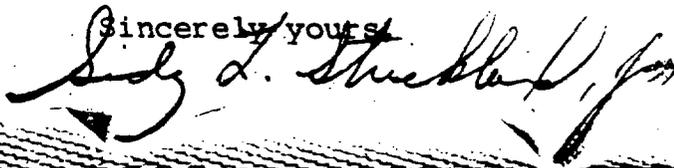
OFFICE OF THE SECRETARY

Tracy A. Boyce
Northbrook Rail Corporation
2025 South Arlington Heights Rd.
Suite 119
Arlington Heights IL 60005

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 12/10/92 at 9:45am, and assigned re-
recording number(s). 18034

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

DEC 10 1992 9 45 AM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS, that Terminal Grain Corporation, an Iowa 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 Rail Corporation (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the personal property (herein "Equipment") more specifically described on Schedule I attached hereto:

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 Buyer, 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 Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever. Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies, up to the amount of the Consideration received by Seller 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 30th day of November, 1992.

Terminal Grain Corporation

By: J. E. Smith

Title: President

Receipt

Buyer hereby acknowledges receipt of the Cars identified in the foregoing Bill of Sale this 30th day of November, 1992.

Northbrook Rail Corporation

By: Donald L. Kilgore

Title: Executive Vice President

SCHEDULE I

Forty-three (43) 100 ton, 4750 cubic foot covered hopper cars built by Pullman and Trinity.

TRGX	1051
TRGX	1052
TRGX	1053
TRGX	1054
TRGX	1055
TRGX	1056
TRGX	1057
TRGX	1058
TRGX	1060
TRGX	1061
TRGX	1063
TRGX	1064
TRGX	1065
TRGX	1066
TRGX	1068
TRGX	1069
TRGX	1071
TRGX	1072
TRGX	1073
TRGX	1074
TRGX	1075
TRGX	1076
TRGX	1077
TRGX	1078
TRGX	1079
TRGX	1080
TRGX	1081
TRGX	1082
TRGX	1083
TRGX	1085
TRGX	1086
TRGX	1087
TRGX	1089
TRGX	1090
TRGX	1092
TRGX	1093
TRGX	1094
TRGX	1095
TRGX	1096
TRGX	1097
TRGX	1098
TRGX	1099
TRGX	1100

STATE OF Illinois)
COUNTY OF Cook)

On this 30th day of November, 1990, before me personally appeared Herald S. Kilcoyne, personally known, who, being by me duly sworn, said the he/she is an authorized officer of Northbrook Pail Corp and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Tracy Boyce
Notary Public

My commission expires:

3/2/93

State of IOWA)
)
County of WOODBURY)

On this 30th day of November, 1992, before me personally appeared Douglas E. Palmer, personally known, who, being by me duly sworn, said that he is an authorized officer of Terminal Grain Corporation and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

(seal)



Notary Public

My commission expires:

5/93