



NORTHBROOK RAIL CORPORATION

0100361042

September 8, 1994

18979

RECORDATION NO. FILED 1425

SEP 12 1994 -11 00 AM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred R. Lee
Interstate Commerce Commission
12th and Constitution Ave. NW
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Pursuant to Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, enclosed please find two Bills of Sale for recordation. A check in the amount of \$18.00 is also enclosed to cover the recordation fee. Please return one stamped document to the undersigned.

Very truly yours,

Carmen Palka

Carmen Palka
Senior Manager Administration

Enclosures

JERRY\DOC\MCC

RECEIVED
OFFICE OF THE
SECRETARY
SEP 12 10 57 AM '94
LICENSING BRANCH

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

September 12, 1994

CARMEN PALKA
SENIOR MANAGER ADMINISTRATION
NORTHBROOK RAIL CORPORATION
2025 SOUTH ARLINGTON HEIGHTS ROAD
SUITE 119
ARLINGTON HEIGHTS ILLINOIS 60005

Dear MS. PALKA:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/12/94 at 11:00AM, and assigned recordation number(s). 18979

Sincerely yours,

Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Fulidia M. Stokes



DATE: 9-12-94

TIME: 3:30 p

TO

NAME: Taledia Stokes

COMPANY: 2024

FAX NUMBER: 787-5984 CONFIRMING TELEPHONE NUMBER:

FROM

NAME: Carmen Balga

FAX NUMBER: 708/228-0785 CONFIRMING TELEPHONE NUMBER: 708/228-0660

NUMBER OF PAGES BEING SENT INCLUDING COVER PAGE: 2

C O M M E N T S :

for your request, attached is a notary page which should be included with the Bill of Sale from American Grain and Related Industries previously sent to Mildred Lee on September 8, 1994. Origin copy will be mailed to you. Please feel free to call me if you have any questions 708/228-0660 x. 315.

STATE OF IOWA
COUNTY OF POLK

This instrument was acknowledged before me on August 31, 1994
by Jerry Van Der Kamp, Executive Vice President.

[Signature] Shawn A. Read
NOTARY PUBLIC

[My commission expires 9/23/97.]



September 20, 1994

Ms. Taledia Stokes
Interstate Commerce Commission
12th and Constitution Ave. NW
Room 2303
Washington, DC 20423

Dear Ms. Stokes:

Per your request, enclosed is an original copy of the notary page which should be included with the Bill of Sale for recordation previously sent to Mildred R. Lee on September 8, 1994 (see attached copy of this letter for your reference). Please note that a fax of the enclosed notary page was sent to you on September 12, 1994 to expedite the filing of these documents.

If you have any additional documents, please feel free to contact me at 708/228-0660, ext. 315. Thank you for your prompt attention to this matter.

Very truly yours,

*Carmen
Palka*

Carmen Palka
Senior Manager Administration

Enclosures

CARMEN\DOC\ICC



NORTHBROOK RAIL CORPORATION

September 8, 1994

Ms. Mildred R. Lee
Interstate Commerce Commission
12th and Constitution Ave. NW
Room 2303
Washington, DC 20423

Dear Ms. Lee:

Pursuant to Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, enclosed please find two Bills of Sale for recordation. A check in the amount of \$18.00 is also enclosed to cover the recordation fee. Please return one stamped document to the undersigned.

Very truly yours,

Carmen Palka

Carmen Palka
Senior Manager Administration

Enclosures

JERRY\DOC\CC

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS, that American Grain and Related Industries (a Farmer owned Cooperative), an Iowa cooperative association, (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, an Illinois close 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 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.

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 in Schedule II attached hereto. Other than as such might arise from the interests set forth in Schedule II, Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Purchaser 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 31st day of August, 1994.

American Grain and Related Industries
(a Farmer owned Cooperative) ("Seller")

By: _____

Title: _____

ROB\DOC\SA_AgriB

SCHEDULE I to Bill of Sale dated August 31, 1994
 by and among American Grain and Related Industries
 (a Farmer owned Cooperative), ("Seller") and
 Northbrook Rail Corporation ("Purchaser")

Ninety-Nine (99) covered hopper railcars (the "Units") subject to a Bill of Sale dated August 31, 1994 by and among American Grain and Related Industries (a Farmer owned Cooperative), ("Seller") and Northbrook Rail Corporation ("Purchaser"). All Units are presently marked "UMP", and the individual car numbers are:

UMP	006404	UMP	006473	UMP	006568
UMP	006405	UMP	006476	UMP	006569
UMP	006408	UMP	006480	UMP	006570
UMP	006409	UMP	006482	UMP	006571
UMP	006410	UMP	006489	UMP	006572
UMP	006414	UMP	006490	UMP	006575
UMP	006418	UMP	006492	UMP	006577
UMP	006419	UMP	006500	UMP	006579
UMP	006420	UMP	006501	UMP	006581
UMP	006424	UMP	006502	UMP	006584
UMP	006426	UMP	006503	UMP	006591
UMP	006427	UMP	006504	UMP	006594
UMP	006428	UMP	006505	UMP	006595
UMP	006432	UMP	006506	UMP	006599
UMP	006433	UMP	006514	UMP	006612
UMP	006434	UMP	006519	UMP	006613
UMP	006435	UMP	006520	UMP	006615
UMP	006436	UMP	006524	UMP	006616
UMP	006437	UMP	006525	UMP	006618
UMP	006438	UMP	006529	UMP	006621
UMP	006439	UMP	006534	UMP	006623
UMP	006440	UMP	006535	UMP	006631
UMP	006442	UMP	006536	UMP	006635
UMP	006444	UMP	006537	UMP	006636
UMP	006448	UMP	006538	UMP	006637
UMP	006452	UMP	006542	UMP	006639
UMP	006453	UMP	006549	UMP	006649
UMP	006457	UMP	006551	UMP	006650
UMP	006460	UMP	006552	UMP	016610
UMP	006461	UMP	006559	UMP	016622
UMP	006467	UMP	006560	UMP	016644
UMP	006471	UMP	006565	UMP	016645
UMP	006472	UMP	006567	UMP	016646

SEP 12 1994 -11 00 AM

INTERSTATE COMMERCIAL BANK

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS, that American Grain and Related Industries (a Farmer owned Cooperative), an Iowa cooperative association, (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, an Illinois close 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 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.

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 in Schedule II attached hereto. Other than as such might arise from the interests set forth in Schedule II, Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Purchaser 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 31st day of August, 1994.

American Grain and Related Industries
(a Farmer owned Cooperative) ("Seller")

By: *[Signature]*

Title: Exec - Vice President

SCHEDULE I to Bill of Sale dated August 31, 1994
 by and among American Grain and Related Industries
 (a Farmer owned Cooperative), ("Seller") and
 Northbrook Rail Corporation ("Purchaser")

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UMP	006467	UMP	006560	UMP	016644
UMP	006471	UMP	006565	UMP	016645
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STATE OF IOWA

COUNTY OF POLK

This instrument was acknowledged before me on August 31, 1994

by Jerry Van Der Kamp, Executive Vice President.

[Signature]

Sharon A. Read

NOTARY PUBLIC

[My commission expires 9/23/97.]