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89572658

PLEASE TYPE OR PRINT CLEARLY IN BLACK INK

FILING DEADLINE IS: PRIOR TO 11/01/89

RETURN TO: Department of Business Services Secretary of State Springfield, IL 62756 Telephone (217) 782-7808

STATE OF ILLINOIS FOREIGN CORPORATION ANNUAL REPORT

CORPORATION FILE NO. F 5221-417-3

YEAR OF 1989

1.) CORPORATE NAME REGISTERED AGENT REGISTERED OFFICE CITY, IL, ZIP CODE

NORTHBROOK CORPORATION X-C-T CORPORATION SYSTEM 208 SOUTH LASALLE STREET CHICAGO, IL, 60604-1135

3x COOK

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2.) AGENT/OFFICE CHANGES ONLY (see 11h)

NORTHBROOK CORPORATION Corporation Name c/o Corporate Representative Services, Inc Registered Agent 900 N. Michigan Avenue Registered Office - Street Address Chicago, Illinois 60611 City, County, IL Zip Code DE

3.) Do Business in IL: Date Qualified To Secretary 11/1/85 1980 OCT 30 1989

Give complete address of principal office in state or country of incorporation, if other than above:

Secretary of State

Federal Employer Identification Number (FEIN) * 363109397

State or Country of Incorporation:

4.) The names and addresses of the officers and directors are: (If officers are directors, so state.)

Table with columns: NAME, OFFICE, NUMBER & STREET, CITY, STATE, ZIP. Row 1: Name: see attached list, Office: President.

5.) The type of business actually conducted in Illinois is: Manufacturing and asset management

Table with columns: CLASS, SERIES, PAR VALUE, NUMBER AUTHORIZED, NUMBER ISSUED. Row 1: CLASS: COMM - OUT, PAR VALUE: .01000, NUMBER AUTHORIZED: 08/31/89, NUMBER ISSUED: 7210323.000

7a.) The amount of paid-in capital as of 08/31/89 is:

*PAID-IN CAPITAL \$ 49,989,965.00

"Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus. It does not include Retained Earnings.

7b.) The Paid-in Capital as of 08/31/89 on record with the Secretary of State is:

TOTAL \$ 49,989,965

7c.) The prior Illinois Capital on record with the Secretary of State is: \$ 16,428,021

(The figures in Items 7b & 7c may not be altered.)

ITEM 8 MUST BE SIGNED

8.) By Kevin B. Yates Asst. Vice President 10/25/89

(Any Authorized Officer's Signature)

(Title)

(Date)

Under the penalty of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement of change of registered agent and/or office, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

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SMB Realty Corporation

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