



No. 9-009A013
Date ... JAN 9 1989 ...
Fee \$ 13.00

ICC Washington, D. C.

January 3, 1989

SENT VIA CERTIFIED MAIL
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JAN 9 1989 11 33 AM
INTERSTATE COMMERCE COMMISSION

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MOTOR VEHICLE UNIT

Ms. Rita McGee
Interstate Commerce Commission
Washington, DC 20423

Dear Madam:

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 of Memorandum to Management Agreement, a primary document, dated as of December 30, 1988.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation
875 North Michigan Avenue
Suite 1400
Chicago, IL 60611
Attn: Robert M. Dwyer, Vice President

Owner: Ridgefield Development Corporation
1250 Tower Lane
Erie, PA 16505
Attn: Norman Seip, President

The originals and all extra copies of the enclosed documents should be returned to Mr. Robert M. Dwyer, Vice President, Northbrook Corporation, 875 North Michigan Avenue, Suite 1400, Chicago, IL 60611.

Also enclosed is a remittance in the amount of \$13.00 for payment of recordation fee.

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Sincerely yours,

By: Dennis T. Hurst
Dennis T. Hurst

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/13/89

OFFICE OF THE SECRETARY

Robert M. Dwyer

Vice President

Northbrook Corporation

875 North Michigan Avenue Suite 1400

Chicago, Illinois 60611

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 1/9/89 at 11:35am, and assigned recordation number(s). 16149

Sincerely yours,

Nesta L. McLee

Secretary

Enclosure(s)

1 6148

REGISTRATION NO. _____ FILE NO.

JAN 9 1989 11 25 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF

MANAGEMENT AGREEMENT

Dated as of December 30, 1988

Between

NORTHBROOK CORPORATION
("Manager")

and

RIDGEFIELD DEVELOPMENT CORPORATION
("Owner")

Memorandum of Management Agreement, made and entered into as of December 30, 1988, by and between Ridgefield Development Corporation ("Owner") and Northbrook Corporation ("Manager").

WITNESSETH:

The term and certain other provisions are mutually agreed to by parties hereto.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed as of the 30th day of December, 1988.

NORTHBROOK CORPORATION
("Manager")

RIDGEFIELD DEVELOPMENT CORPORATION
("Owner")

By: *Dennis T. Lust*

By: *W. Langford*

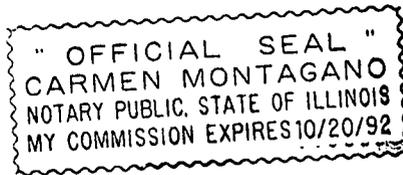
Title: *EXECUTIVE VICE PRESIDENT - FINANCE*

Title: *Attorney - Duly Authorized Agent*

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 30th day of December, 1988 before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, says that he/she is Executive Vice President - Finance of Northbrook Corporation, that said instrument was signed and sealed 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.

Carmen Montagano
Notary Public



STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 30th day of December, 1988 before me personally appeared W. Craig Fowler, to me personally known, who, being by me duly sworn, says that he/she is Attorney and Duly Authorized Agent for Ridgefield Development Corporation, that said instrument was signed and sealed 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.

Carmen Montagnano
Notary Public

