



# NORTHBROOK CORPORATION

14913

6-059A038

February 24, 1986

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

FEB 28 1986 - 8 25 PM  
INTERSTATE COMMERCE COMMISSION

Date FEB 28 1986  
Fee \$ 10.00

1100 Washington, D. C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code and the regulations thereunder are the original and one copy of Memorandum of Management Contract, a primary document dated as of February 7, 1986.

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

Manager: Northbrook Corporation  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062  
Attention: President

Owner: Chicago & Illinois Midland Railway  
Company  
P.O. Box 139  
Springfield, IL 62705-0139  
Attention: President

A general description of railroad equipment covered by the enclosed document is as follows:

One hundred (100) open-top hopper railcars

The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

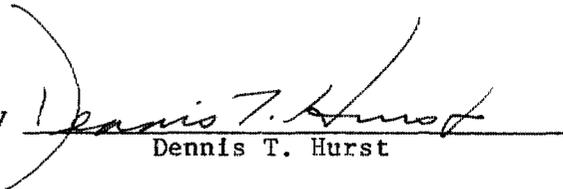
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MAIL ROOM

Mr. James H. Bayne  
Interstate Commerce Commission  
February 24, 1986  
Page 2

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

Very truly yours,

By

  
Dennis T. Hurst

DTH:pb  
encl.

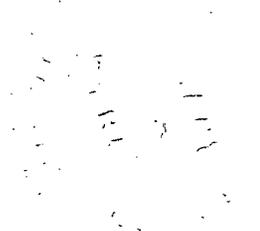
SENT VIA: Certified Mail

STATE OF ILLINOIS        )  
                                  )  
COUNTY OF COOK         )

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FEB 28 1986 -3 25 PM  
INTERSTATE COMMERCE COMMISSION

On this 24th day of February, 1986, I hereby certify that I have compared the attached copy of Memorandum of Management Contract between Northbrook Corporation and Chicago & Illinois Midland Railway dated February 7, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.

  
*Robert A. Berg*  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

MEMORANDUM OF MANAGEMENT CONTRACT

Dated as of February 7, 1986

Between

NORTHBROOK CORPORATION  
("Manager")

AND

CHICAGO & ILLINOIS MIDLAND RAILWAY COMPANY  
("Owner")

Memorandum of a Management Contract, made and entered into as of February 7, 1986, by and between Chicago & Illinois Midland Railway Company ("Owner") and Northbrook Corporation ("Manager").

WITNESSETH:

1. Owner hereby engages Manager to manage railroad cars, and Manager accepts such engagement and agrees to perform such duties in accordance with the terms and conditions of the agreement. Nothing in the agreement precludes Manager from owning, leasing or managing additional rail equipment other than the railroad cars shown on Rider "A" attached hereto and such additional Riders as may be added hereto from time to time by agreement of the parties and signed by their duly authorized representatives, and Manager shall not be required to give preference to the railroad cars over other items of rail equipment owned, leased or managed by Manager.

2. The Management Contract shall be effective as of the date first set forth hereinabove and shall expire upon expiration of the management term of the last railroad car or railroad cars, covered thereunder. The management term for each railroad car shall be as set forth in the agreement and as shown in such additional Riders as may be added hereto from time to time by agreement of the parties.

In Witness Whereof, the parties hereto have caused this instrument to be signed and sealed as of the date and year first above written.

NORTHBROOK CORPORATION  
("Manager")

By: *Dennis T. Hunt*

Title Executive Vice President-Finance

CHICAGO & ILLINOIS MIDLAND RAILWAY  
COMPANY  
("Owner")

By: *W. S. Harvey*

Title Exec. Vice-Pres. & Gen. Mgr.

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RIDER "A"  
to  
MANAGEMENT CONTRACT

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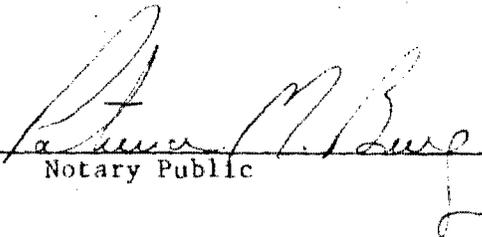
DATED AS OF: February 7, 1986

BETWEEN: NORTHBROOK CORPORATION and  
CHICAGO & ILLINOIS MIDLAND RAILWAY COMPANY

CAR OWNER'S MARKS: CIM  
CLASS OF CAR: Open Top Hoppers  
NUMBER OF CARS: 100 (One-hundred)  
TERM OF MANAGEMENT: As specified in the Management Contract  
CUBIC CAPACITY: 4,000 Cu. Ft.

STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 18th day of February, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, 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 Nov. 5, 1988

