



NORTHBROOK CORPORATION

1 5319-A
RECORDATION NO. _____ Filed 1987

SEP 30 1987 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

September 28, 1987

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

1 5319
RECORDATION NO. _____ Filed 1987

SEP 30 1987 - 3:50 PM

INTERSTATE COMMERCE COMMISSION

Date 9/30/87
Fee \$ 20.00

CC Washington, D. C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy of Memorandum of Management Agreement, a primary document, and Acknowledgement Agreement Relating to Management Agreement, a supplemental document, both dated as of December 31, 1986.

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

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

Attn: Vice President-Manager/Rail Division

Owner: Chrysler Rail Transportation Corporation
Greenwich Office Park I
Greenwich, CT 06836-6900

Attn: Vice President

Wisconsin & Southern Railroad Co.
511 Barstow Street
Horicon, WI 53032

Wisconsin & Southern Leasing Co.
2215 Sanders Road, Suite 370
Northbrook, IL 60062

Upper Merion and Plymouth Railroad Company
P.O. Box 404
Conshohocken, PA 19428

Upper Merion and Plymouth Leasing Co.
2215 Sanders Road, Suite 370
Northbrook, IL 60062

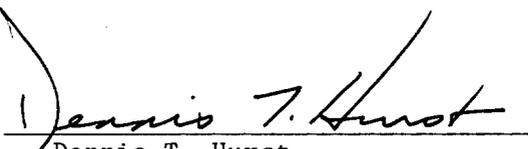
Mr. James H. Bayne
Interstate Commerce Commission
September 28, 1987
Page 2

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

Also enclosed is a remittance in the amount of \$20.00 for payment of recordation fees.

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/Return Receipt Requested

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Patricia Burg
Northbrook Corparation
2215 Sanders Road
Suite 370
Northbrook, IL 60062

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/30/87 at 3:50PM, and assigned recordation number(s) 15319 & 15319-A

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

MEMORANDUM OF

1 5319
RECORDATION NO. Filed 1987

MANAGEMENT AGREEMENT

SEP 30 1987 -3 10 PM

Dated as of December 31, 1986 INTERSTATE COMMERCE COMMISSION

Between

NORTHBROOK CORPORATION
("Manager")

and

CHRYSLER RAIL TRANSPORTATION CORPORATION
("Owner")

Memorandum of Management Agreement, made and entered into as of December 31, 1986, by and between Chrysler Rail Transportation 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 21st day of August, 1987.

NORTHBROOK CORPORATION
("Manager")

CHRYSLER RAIL TRANSPORTATION
CORPORATION
("Owner")

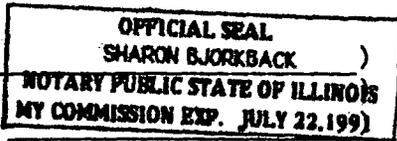
By: E. J. [Signature]

Title Vice President/Gen. Mgr. -
Rail Division

By: [Signature]

Title Senior Vice President

STATE OF
COUNTY OF



On this 14 day of Sept, 1987, before me personally appeared Robert A. Greenberg, to me personally known, who, being by me duly sworn, said that he/she is Senior Vice President of Chrysler Rail Transportation 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.

Sharon Bjorkback
Notary Public

