



NORTHBROOK CORPORATION

1 5322
RECORDATION NO. Filed 14th

September 28, 1987

OCT 1 1987-3 20 PM

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

Date 10-1-87
Fee \$ 10.00
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 dated as of August 1, 1987.

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

Manager: Northbrook Corporation
2215 Sanders Road
Suite 370
Northbrook, IL 60062-6126

Attn: Vice President/General Manager -
Rail Division

Owner: USX Credit Corporation
600 Grant Street
Pittsburgh, PA 15230

Attn: Mr. Roger Crafe, President

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

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

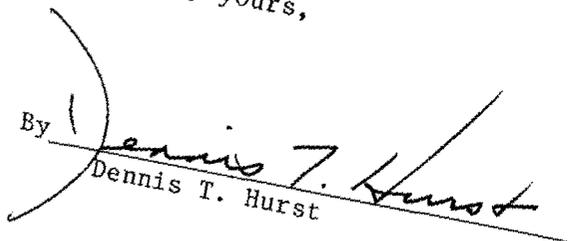
Mr. James H. Bayne
Interstate Commerce Commission
September 28, 1987

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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 Corporation
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 10/1/87 at 3:20PM, and assigned re-
recording number(s).

15322

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

MEMORANDUM OF
MANAGEMENT AGREEMENT

Dated as of August 1, 1987

Between

NORTHBROOK CORPORATION
("Manager")

AND

USX CREDIT CORPORATION
("Owner")

1 5322
RECORDATION NO. _____ FILED 1425

OCT 1 1987-3 20 PM

INTERSTATE COMMERCE COMMISSION

Memorandum of a Management Agreement, made and entered into as of August 1, 1987, by and between Northbrook Corporation ("Manager") and USX Credit Corporation ("Owner").

WITNESSETH:

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

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed as of the 11th day of September, 1987.

USX CREDIT CORPORATION
("Owner")

By: Dale A. Hamer

Title: VICE PRESIDENT

NORTHBROOK CORPORATION
("Manager")

By: Earl E. Jurena

Title: Vice President/General
Manager - Rail Division

STATE OF Illinois)
COUNTY OF COOK)

On this 11th day of September, 1987, before me personally appeared Earl L. Freeman, to me personally known, who, being by me duly sworn, said that he/she is Vice President/General Manager - Rail Division of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carmen Montagna
Notary Public

My Commission Expires October 20, 1988

STATE OF Pennsylvania)
COUNTY OF Allegheny)

On this 18th day of September, 1987, before me personally appeared D.L. Hamer, to me personally known, who, being by me duly sworn, said that he/she is Vice President of USX Credit 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.



Linda J. Reichle
Notary Public

LINDA J. REICHL, Notary Public
PITTSBURGH, ALLEGHENY COUNTY, PA
MY COMMISSION EXPIRES
JULY 18, 1988
