



NORTHBROOK CORPORATION

RECORDATION NO. 14702-C Filed & Recorded

FEB 10 1987 1-2 5 PM

INTERSTATE COMMERCE COMMISSION

2/10/87
10.00
CC Washington, D.C.

February 5, 1987

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

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 Amendment to Management Contract, under the Management Contract dated June 1, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14702.

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

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

Owner: Refco Management Services, Inc.
222 West Adams Street
Chicago, IL 60606

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

One gondola railcar bearing the identification mark WSOR

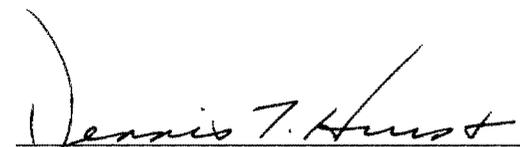
The original and all extra copies of the enclosed document should be returned to Patricia Burg, Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

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

Mr. James H. Bayne
Interstate Commerce Commission
February 5, 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

2/17/87

PATRICIA BURG
NORTHBROOK CORPORATION
2215 SANDERS ROAD, SUITE 370
NORTHBROOK, ILLINOIS 60062

Dear
MS BURG:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/10/87 at 1:25pm, and assigned re-
recording number(s). 14702-C

Sincerely yours,

Noreta K. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

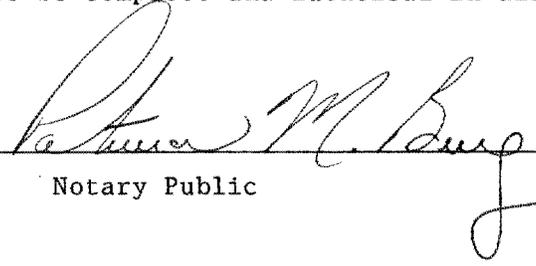
RECORDATION NO. 14702-1C
Filed & Recorded

FEB 10 1987 1-2 3 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 5th day of February, 1987, I hereby certify that I have compared the attached copy of Amendment to Management Contract between Northbrook Corporation and Refco Management Services, Inc. dated January 14, 1987 with the original and have found the copy to be complete and identical in all respects to the original document.



Notary Public

~~My Commission Expires Nov. 5, 1988~~

U.S. DEPARTMENT OF JUSTICE
FEDERAL BUREAU OF INVESTIGATION

MEMORANDUM FOR THE DIRECTOR

DATE: 10/15/54



AMENDMENT

TO

MANAGEMENT CONTRACT

DATED AS OF JUNE 1, 1985

BETWEEN

REFCO MANAGEMENT SERVICES, INC.

as Owner

AND

NORTHBROOK CORPORATION

as Manager

PRIMARY DOCUMENT RECORDATION NUMBER 14702

AMENDMENT TO
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 14th day of January, 1987, and amends that certain Management Contract dated as of June 1, 1985 (the "Agreement") between Refco Management Services, Inc. (the "Owner") and Northbrook Corporation (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14702 on June 11, 1985; and

WHEREAS the parties hereto now desire to amend the Management Contract as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Contract covers certain gondola railroad cars (the "Equipment") more fully described in Exhibit A to the Agreement. The parties hereto agree that the Manager may change the equipment numbers on certain items of Equipment and that the Agreement and Exhibit A thereto are hereby amended to change the equipment numbers for the following item of Equipment:

<u>The item of Equipment bearing the number</u>	<u>Shall be changed to Equipment number</u>
TSBY 5274	WSOR 5274, effective 12/5/86

2. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first above written.

NORTHBROOK CORPORATION

By *Dennis T. Hurst*
Title: Executive Vice President - Finance

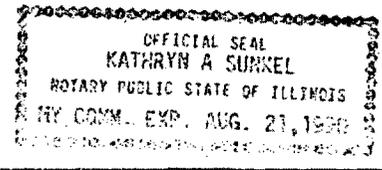
REFCO MANAGEMENT SERVICES, INC.

By *William J. ...*
Title:

STATE OF Illinois)
COUNTY OF Cook)

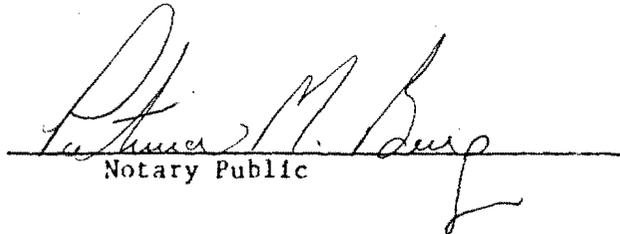
On this 26th day of January, 1987, before me personally appeared William T. Mount, to me personally known, who, being by me duly sworn, said that he/she is Vice President-Asset Management of Refco Management Services, Inc., that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathryn A. Sunkel
Notary Public



STATE OF Illinois)
)
COUNTY OF Cook)

On this 14th day of January, 1987, 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
