



6-105A062

April 10, 1986

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

REGISTRATION NO. 14918-A
No. _____
Date APR 15 1986 APR 15 1986 -1 45 PM
Fee \$ 10.00 INTERSTATE COMMERCE COMMISSION
ICC 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 Amendment to Management Contract, a secondary document under the Management Contract dated as of November 1, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14918.

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: Bank of New England, N.A.
28 State Street, 31st Floor
Boston, MA 02109
Attention: A. Thomas Retjos, Vice President

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

Three (3) open-top hopper railcars bearing the identification mark UMPX

Four (4) open-top hopper railcars bearing the identification mark WSOX

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.

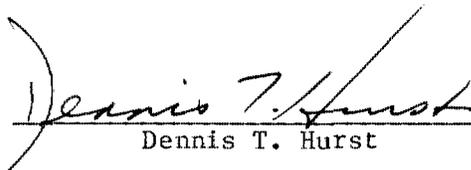
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NORTHBROOK, ILLINOIS
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Mr. James H. Bayne
Interstate Commerce Commission
April 10, 1986
Page 2

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)

149186-1A
RECORDED FOR FILE FILED 1986

APR 15 1986 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

On this 10th day of April, 1986, I hereby certify that I have compared the attached copy of Amendment to Management Contract between Northbrook Corporation and Bank of New England, N.A. dated March 20, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.



Robert M. Bueg

Notary Public

My Commission Expires Nov. 5, 1988.

14918-A
APR 15 1986 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO

MANAGEMENT CONTRACT

Dated as of November 1, 1985

Between

Northbrook Corporation

("Manager")

AND

Bank of New England, N.A.

("Owner")

AMENDMENT TO
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 20th day of March, 1986 and amends that certain Management Contract dated as of November 1, 1985 (the "Agreement") between Bank of New England, N.A. (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 14918 on March 12, 1986; 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 open-top hopper railroad cars (the "Equipment") more fully described on 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 items of Equipment:

<u>The item of Equipment bearing the number</u>	<u>Shall be changed to Equipment number</u>
UMP 7118	UMPX 7118, effective 11-1-85
UMP 7176	UMPX 7176, effective 11-1-85
UMP 7185	UMPX 7185, effective 11-1-85
WSOR 7124	WSOX 7124, effective 11-1-85
WSOR 7128	WSOX 7128, effective 11-1-85
WSOR 7153	WSOX 7153, effective 11-1-85
WSOR 7192	WSOX 7192, effective 11-1-85

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 parties hereto have caused this Amendment to be executed by their duly authorized officers on the date and year first above written.

NORTHBROOK CORPORATION

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

ATTEST:

By: *Sharon L. Schumacher*

BANK OF NEW ENGLAND, N.A.

BY: *Robert J. [Signature]*
Title: **VICE PRESIDENT**

ATTEST:

BY: *Ann H. [Signature]*

STATE OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

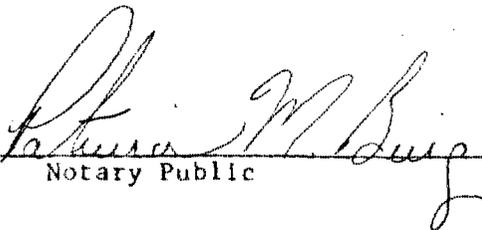
On this 26th day of MARCH, 19 86,
before me personally appeared A. THOMAS RETJOS, to me
personally known, who, being by me duly sworn, said that he/~~she~~ is an
authorized officer of BANK OF NEW ENGLAND, N.A.
that one of the seals affixed to the foregoing instrument is the corporate
seal of said corporation; that said instrument was signed and sealed on
behalf of said corporation by authority of its Board of Directors and he/~~she~~
acknowledged that the execution of the foregoing instrument was the free act
and deed of said corporation.

Susan M. MacDonald
Notary Public

My commission expires:
Susan M. MacDonald
Notary Public, Commonwealth of Massachusetts
~~My Commission Expires Feb. 15, 1991~~

STATE OF Illinois)
COUNTY OF Cook)

On this 20th day of March, 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, 1987