



NORTHBROOK CORPORATION

RECORDATION NO. 15019 C
Filed 142b

AUG 25 1987 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

7-537-A038

Date 8/25/87

Fees 10.00

ICC Washington, D. C.

August 19, 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 Memorandum of Amendment to Management Contract, a secondary document under the Memorandum of Management Agreement dated as of June 26, 1986.

The primary document to which this is connected is recorded under the Recordation Number 15019.

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/
General Manager - Rail Division

Owner: Arthur R. Dubs
c/o PACIFIC INTERNATIONAL ENTERPRISES, INC.
P.O. Box 1727
Medford, OR 97501

The railroad equipment covered by the enclosed documents are covered hoppercars.

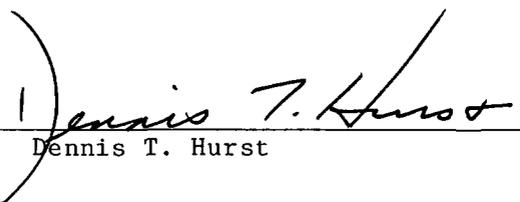
The original and all extra copies of the enclosed documents should be returned to Patricia Burg, Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

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

James H. Bayne
Interstate Commerce Commission
August 19, 1987
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/Return Receipt Requested

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

8/25/87

Patricia Burg
Northbrook Corp.
2215 Sanders Rd. Suite 370
Northbrook, Illinois 60067

Dear sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/25/87 at 10:20am, and assigned recordation number(s) 15019-C

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 15019-C Filed 1428

AUG 25 1987 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 19th day of August, 1987, I hereby certify that I have compared the attached copy of Memorandum of Amendment to Management Contract between Northbrook Corporation and Arthur R. Dubs dated August 3rd, 1987 with the original and have found the copy to be complete and identical in all respects to the original document.



Robert M. Bump

Notary Public

My Commission Expires Nov. 5, 1988

MEMORANDUM OF
AMENDMENT TO MANAGEMENT CONTRACT

Dated as of June 26, 1986

Between

NORTHBROOK CORPORATION
("Manager")

AND

ARTHUR R. DUBS
("Owner")

Memorandum of an Amendment to Management Contract, made and entered into as of June 26, 1986, by and between Northbrook Corporation ("Manager") Arthur R. Dubs, ("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 3rd day of August, 1987.

ARTHUR R. DUBS
("Owner")

By:

Arthur R. Dubs

Title

President

NORTHBROOK CORPORATION
("Manager")

By:

Jeanis T. Hunt

Title

Executive Vice President - Finance

STATE OF Oregon)
COUNTY OF Jackson)

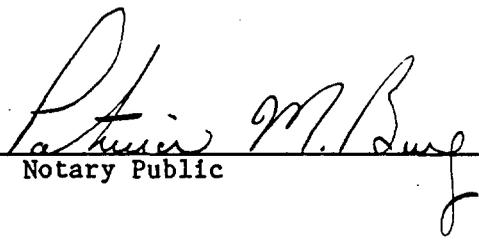
On this 11th day of August, 1987, before me personally appeared Arthur G. Deha, to me personally known, who, being by me duly sworn, said that he/she is _____ of _____, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Laiken C. Dough
Notary Public

my commission expires 7-26-88

STATE OF ILLINOIS)
COUNTY OF COOK)

On this 4th day of August, 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, that 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
