

# NORTHBROOK CORPORATION

13784-K  
Filed 1425

JUN 24 1986 -1 45 PM

INTERSTATE COMMERCE COMMISSION

No. 6 175A041

Date JUN 24 1986

Fee \$10.00

ICC Washington, D. C.

June 19, 1986

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 Agreement, a secondary document, under the Management Agreement dated as of July 28, 1982.

The primary document to which this is connected is recorded under the Recordation Number 13784.

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

Manager: Northbrook Corporation  
(formerly known as Funding Systems Railcars, Inc.)  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062  
Attn: President

Owner: Heleasco Six, Inc.  
Suite 101, Hagley Building  
3411 Silverside Road  
Wilmington, DE 19810  
Attn: President

ICC OFFICE OF  
THE SECRETARY  
JUN 24 1 36 PM '86  
MOTOR OPERATING UNIT

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

Three (3) Covered Hopper Railroad Cars

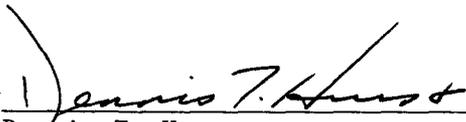
The original and all extra copies of the enclosed documents should be returned to Ms. Patricia Burg of Northbrook Corporation, Suite 370, 2215 Sanders Road, Northbrook, IL 60062

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

Mr. James H. Bayne  
Interstate Commerce Commission  
June 19, 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  
Return Receipt Requested

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/24/86

OFFICE OF THE SECRETARY

Patricia Burg  
Northbrook Corp.  
2215 Sanders Rd. Suite 370  
Northbrook, Illinois 60062

Dear Ms. Burg:

The enclosed documents(s) was recorded pursuant to the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/24/86 at 1:45pm , and assigned recordation number(s). 13784-K

Sincerely yours,

Noreta R. McGee  
Secretary

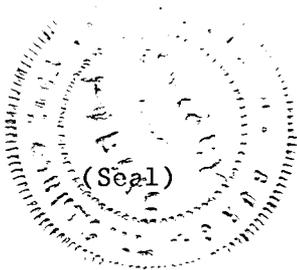
STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )

REGISTRATION NO. 13784-K Filed 1426

**JUN 24 1986 -1 45 PM**

ILLINOIS COMMERCE COMMISSION

On this 19th day of June, 1986, I hereby certify that I have compared the attached copy of the Amendment to Management Agreement between Heleasco Six, Inc. and Northbrook Corporation (formerly known as Funding Systems Railcars, Inc.) dated June 2nd, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.



Peter A. Berg  
Notary Public

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

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REGISTRATION NO. 13784-K Filed 1985

JUN 24 1986 - 1 45 PM

FEDERAL RESERVE COMMISSION

AMENDMENT TO

MANAGEMENT AGREEMENT

Dated as of July 28, 1982

Between

Northbrook Corporation  
(Formerly known as Funding Systems Railcars, Inc.)  
("Manager")

AND

Heleasco Six, Inc.

("Owner")

AMENDMENT TO  
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 2nd day of June, 1986 and amends that certain Management Agreement dated as of July 28, 1982, (the "Agreement") between Heleasco Six, Inc. (the "Owner") and Northbrook Corporation (formerly known as Funding Systems Railcars, Inc.) (the "Manager").

WHEREAS the parties hereto are parties to the Management Agreement which was filed with the Interstate Commerce Commission at Recordation Number 13784 on August 31, 1982; and

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

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

1. The Management Agreement covers certain covered hopper railroad cars (the "Equipment") more fully described in Exhibit A to the Agreement. Effective 6/13/85, the item of Equipment bearing the identification mark WSOR 301348 shall be deleted from Exhibit A and no longer subject to the terms and conditions of the Management Agreement. Effective 12/9/85, the items of Equipment bearing the identification marks WSOX 301318 and WSOX 301333 are deleted from Exhibit A and no longer subject to the terms and conditions of the Management Agreement.

2. 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 above written.

NORTHBROOK CORPORATION

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

ATTEST:

Sharon L. Schumacher

HELEASCO SIX, INC.

By: [Signature]  
Title: President

ATTEST:

[Signature]

STATE OF Delaware )  
COUNTY OF New Castle )

On this 4th day of June, 19 86,  
before me personally appeared Phillip A. Johnson, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of Williams Six, Inc.  
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.

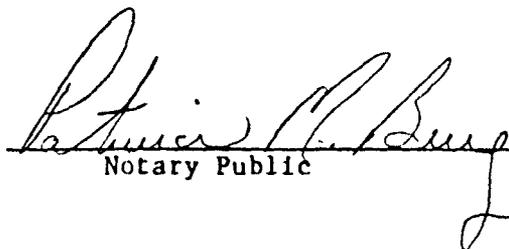
Phillip A. Armstrong  
Notary Public

My commission expires:

My Commission expires March 3, 1988

STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 2nd day of June, 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

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