



**WISCONSIN & SOUTHERN
RAILROAD CO.**

2215 Sanders Road
Northbrook, IL 60062

(312) 272-8350

RECORDATION NO. 14013-A
Filed 1425

JAN 11 1985 11 50 AM

INTERSTATE COMMERCE COMMISSION

ICOM
JAN 11 11 25 AM '85
MONTGOMERY

January 7, 1985

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 U.S. Code and the regulations thereunder are the original and one copy of Amendment to Management Agreement, a secondary document, under the Management Agreement dated April 28, 1983.

The Primary document to which this is connected is recorded under the Recordation Number 14013.

Manager: Wisconsin & Southern Railroad Co.
511 Barstow Street
Horicon, WI 53032

5-011A055

Owner: Crocker Equipment Leasing, Inc.
One Montgomery Street
San Francisco, CA 94104
Attn: Leasing Corp.

JAN 11 1985
10.00

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

Sixteen (16) gondola railroad cars bearing the identification marks TSBY.

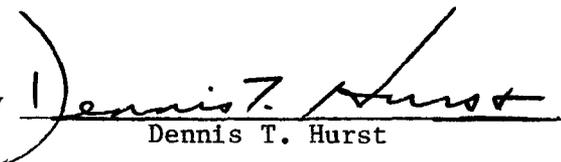
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, IL 60062

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

Mr. James H. Bayne
Interstate Commerce Commission
January 7, 1985
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I am an officer of Wisconsin & Southern Railroad Co. and have knowledge of
the matters set forth herein.

Very truly yours,

By 
Dennis T. Hurst

DTH:pb
encl.

SENT VIA: Certified Mail

REGISTRATION NO. 14013-A Filed 1425

JAN 11 1985 - 11 50 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT AGREEMENT

Dated as of April 28, 1983

Between

Crocker Equipment Leasing, Inc.

as Owner

AND

Wisconsin & Southern Railroad Co.

as Manager

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AMENDMENT TO
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 28th day of December, 1984 and amends that certain Management Agreement dated as of April 28, 1983 (the "Agreement") between Crocker Equipment Leasing, Inc. (the "Owner") and Wisconsin & Southern Railroad Co. (the "Manager").

WHEREAS the parties hereto are parties to the Management Agreement which was filed with the Interstate Commerce Commission at Recordation Number 14013 on May 10, 1983; 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. Equipment The Management Agreement covers certain gondola 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>
WSOR 5643	TSBY 5643, effective 12-5-84
WSOR 5665	TSBY 5665, effective 12-20-84
WSOR 5667	TSBY 5667, effective 12-5-84
WSOR 5679	TSBY 5679, effective 12-19-84
WSOR 5683	TSBY 5683, effective 12-5-84
WSOR 5702	TSBY 5702, effective 12-19-84
WSOR 5714	TSBY 5714, effective 12-5-84
WSOR 5730	TSBY 5730, effective 12-19-84
WSOR 5745	TSBY 5745, effective 12-19-84
WSOR 5748	TSBY 5748, effective 12-5-84
WSOR 5752	TSBY 5752, effective 11-5-84
WSOR 5765	TSBY 5765, effective 11-5-84
WSOR 5788	TSBY 5788, effective 12-19-84
WSOR 5809	TSBY 5809, effective 12-5-84
WSOR 5819	TSBY 5819, effective 12-19-84
WSOR 5825	TSBY 5825, effective 12-19-84

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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 written above.

CROCKER EQUIPMENT LEASING, INC.

By

Title: Vice President

ATTEST:

WISCONSIN & SOUTHERN RAILROAD CO.

By

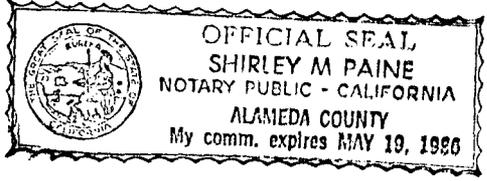
Title: Executive Vice President -
Finance

ATTEST:

STATE OF California)
COUNTY OF San Francisco)

On this 3rd day of January, 1985,
before me personally appeared John Z. Bulkeley, to me
personally known, who, being by me duly sworn, said that he/~~she~~ is an
authorized officer of Crocker Equipment Leasing, 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.

Shirley M. Paine
Notary Public



My commission expires:
05-19-86

STATE OF Illinois)
)
COUNTY OF Du Page)

On this 28th of December, 19 84, 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 Wisconsin & Southern Railroad Co. 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.

Sharon Schumacher
Notary Public

My commission expires:

My Commission Expires Feb. 21, 1985