



# NORTHBROOK CORPORATION

5-263A064

September 18, 1985

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

RECORDATION NO. 14193  
FILED 1425

SEP 20 1985 3 10 PM

INTERSTATE COMMERCE COMMISSION

No. \_\_\_\_\_  
Date SEP 20 1985  
Fee \$ 10.00  
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 September 30, 1983.

The primary document to which this is connected is recorded under the Recordation Number 14193.

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  
Attention: President

Owner: General Electric Credit Corporation  
1600 Summer Street, 6th Floor  
Stamford, CT 06905  
Attention: Edward Christie, Manager of  
Workouts & Dispositions

ICC OFFICE OF  
THE SECRETARY  
SEP 20 3 00 PM '85  
MOTOR OPERATING UNIT

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

Thirty one (31) Open Top Hoppercars bearing the identification marks UMP

Thirty eight (38) Open Top Hoppercars bearing the identification marks WSOR

Ten (10) Open Top Hoppercars bearing the identification marks UMPX

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.

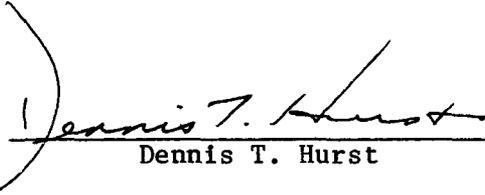
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

Mr. James H. Bayne  
Interstate Commerce Commission  
September 18, 1985  
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

Interstate Commerce Commission  
Washington, D.C. 20423

9/20/85

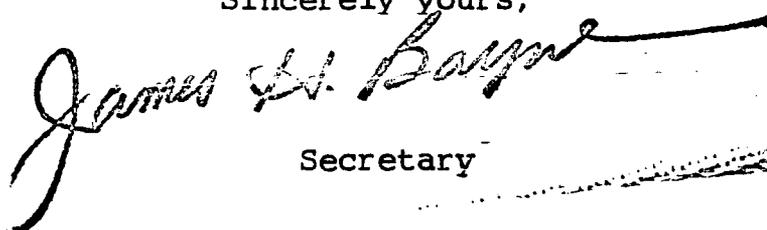
OFFICE OF THE SECRETARY

Sharon Schumacher  
Northbrook, Corp.  
2215 Sanders Rd. Suite 370  
Northbrook, Illinois 60062

Dear Ms. Schumacher:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/20/85 at 3:10pm and assigned re-  
recording number (s). 14193-F

Sincerely yours,

  
Secretary

Enclosure (s)

STATE OF ILLINOIS       )  
                                  )  
COUNTY OF COOK        )

RECORDATION NO. 14193 F  
SEP 20 1985 3 10 PM  
INTERSTATE COMMERCE COMMISSION

On this 18th day of September, 1985, I hereby certify that I have compared the attached copy of Amendment to Management Contract between Northbrook Corporation (formerly known as Funding Systems Railcars, Inc.) and General Electric Credit Corporation dated June 5, 1985 with the original and have found the copy to be complete and identical in all respects to the original document.



Patricia M. Burg  
Notary Public

My Commission Expires Nov. 5, 1988

AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of September 30, 1983

Between

General Electric Credit Corporation

as Owner

AND

Northbrook Corporation  
(formerly known as  
Funding Systems Railcars, Inc.)

as Manager

RECORDATION NO. .... Filed 1425  
SEP 20 1985 - 3 10 PM  
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO  
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 5th day of June, 1985 and amends that certain Management Contract dated as of September 30, 1983 (the "Agreement") between General Electric Credit Corporation (the "Owner") and Northbrook Corporation (formerly known as Funding Systems Railcars, Inc.) (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14193 on November 25, 1983; and

WHEREAS Owner has preapproved an assignment under which sixty nine (69) of Owner's railcars were placed into service with the Milwaukee Road; and

WHEREAS Owner has preapproved a lease agreement under which ten (10) of Owner's railcars were placed into service with Southwestern Illinois Coal Corporation; 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. Owner and Manager now desire to reinstate all of the terms and conditions of the Agreement effective May 1, 1985 as relates to sixty nine (69) railcars, the current reporting markings of which are listed on Exhibit I hereto. This reinstatement of the Agreement as relates to such sixty nine (69) railcars shall expire on March 31, 1986.

2. Owner and Manager now desire to reinstate all of the terms and conditions of the Agreement effective May 1, 1985 as relates to ten (10) railcars, the current reporting markings of which are listed on Exhibit II hereto. This reinstatement of the Agreement as relates to such ten (10) railcars shall expire on September 1, 1985.

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. Hunt  
Title: Executive Vice President -  
Finance

ATTEST:

Sharon L. Schumacher

GENERAL ELECTRIC CREDIT CORPORATION

By Patrick J. McNeela  
Title: PATRICK J. McNEELA  
MANAGER, RAIL FINANCING

ATTEST:

A. J. [Signature]

Exhibit I to Amendment to Management Contract Dated June 5, 1985

Railcars Remaining Subject to Management Contract Dated as of September 30, 1983:

UMP 6923	WSOR 6928
6925	6931
6926	6933
6940	6943
6945	6955
6951	6959
6968	6969
6970	6971
6972	6974
6977	6976
6979	6982
6980	6983
6986	6985
6989	6991
6990	6999
7000	7004
7028	7009
7030	7010
7045	7012
7046	7013
7048	7022
7054	7027
7061	7029
7068	7031
7069	7035
7070	7040
7071	7041
7074	7049
7081	7058
7083	7062
7095	7072
	7080
	7085
	7088
	7090
	7092
	7094
	7098

Exhibit II to Amendment to Management Contract Dated June 5, 1985

Railcars Remaining Subject to Management Contract Dated as of September 30, 1983:

UMPX 6920  
6935  
7002  
7005  
7014  
7033  
7038  
7053  
7066  
7078

STATE OF Connecticut )  
COUNTY OF Fairfield )

On this 13 day of September, 1985,  
before me personally appeared Patrick J. McNelis, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of General Electric Credit Corporation  
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.

Anna M. Delahunt  
Notary Public

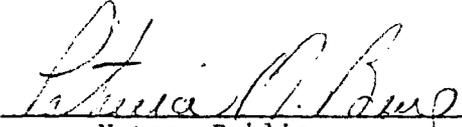
ANNA M. DELAHUNT  
NOTARY PUBLIC  
MY COMMISSION EXPIRES APRIL 30, 1990

My commission expires:

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STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 5th of June, 1985, 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