

# Funding Systems Railcars, Inc.

TRI-STATE CENTER • SUITE 370 • 2215 SANDERS RD. • NORTHBROOK, IL 60062 • (312) 272-8350

RECORDATION NO. 14237-A FORM 1438

February 16, 1984

No. H-054A03 FEB 23 1984 - 10 30 AM  
Date FEB 23 1984 INTERSTATE COMMERCE COMMISSION  
Fee \$ 10.00  
ICC Washington, D. C.

Mr. James H. Bayne  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECEIVED  
FEB 23 10 23 AM '84  
I.C.C.  
FEE OPERATIONS

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 originals and one copy of the Amendment to Management Contract, a secondary document, under the Management Contract dated May 1, 1983.

The primary document to which this is connected is recorded under the Recordation Number 14237.

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

Manager: Funding Systems Railcars, Inc.  
2215 Sanders Road, Suite 370  
Northbrook, Illinois 60062.

Owner: Bank of New England, N.A.  
28 State Street  
31st Floor  
Boston, Massachusetts 02109

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

Twenty-six (26) open top hopper cars bearing reporting marks WSOR.

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, Illinois 60062.

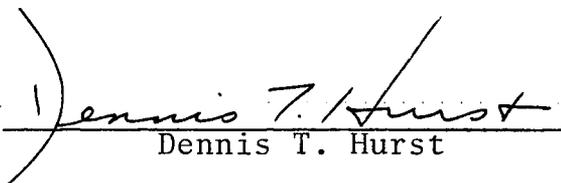
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

Mr. James H. Bayne  
Interstate Commerce Commission  
February 16, 1984  
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I am an officer of Funding Systems Railcars, Inc. and have knowledge of the matters set forth herein.

Very truly yours,

Funding Systems Railcars, Inc.

By   
Dennis T. Hurst

SS/rlm

Enclosures

SENT VIA: Certified Mail

STATE OF ILLINOIS        )  
                                  )  
COUNTY OF DUPAGE        )

RECORDATION NO. 14237-A Filed 1425

FFB 23 1984 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

On this 16<sup>th</sup> day of FEBRUARY, 19 84, I hereby certify that I have compared the attached copy of the Amendment to Management Contract between Funding Systems Railcars, Inc. and Bank of New England, N.A. dated February 6, 1984 with the original and have found the copy to be complete and identical in all respects to the original document.



[Seal]

Sharon Schumacher  
Notary Public

My Commission Expires Jan. 27, 1985

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AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of May 1, 1983

Between

Funding Systems Railcars, Inc.

as Manager,

AND

Bank of New England, N.A.

as Owner.

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AMENDMENT TO  
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 6th day of February, 1984 and amends that certain Management Contract dated as of May 1, 1983 (the "Agreement") between Bank of New England, N.A. (the "Owner") and 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 14237 on December 29, 1983; 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 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 effective as of January 26, 1984, for the following items of Equipment:

The item of Equipment  
bearing the number

TWRY 7104	TWRY 7131	TWRY 7160	TWRY 7179
TWRY 7110	TWRY 7145	TWRY 7163	TWRY 7184
TWRY 7112	TWRY 7153	TWRY 7166	TWRY 7192
TWRY 7115	TWRY 7154	TWRY 7167	TWRY 7193
TWRY 7123	TWRY 7155	TWRY 7168	TWRY 7196
TWRY 7124	TWRY 7156	TWRY 7170	
TWRY 7128	TWRY 7159	TWRY 7177	

Shall be changed to  
Equipment number

WSOR 7104	WSOR 7131	WSOR 7160	WSOR 7179
WSOR 7110	WSOR 7145	WSOR 7163	WSOR 7184
WSOR 7112	WSOR 7153	WSOR 7166	WSOR 7192
WSOR 7115	WSOR 7154	WSOR 7167	WSOR 7193
WSOR 7123	WSOR 7155	WSOR 7168	WSOR 7196
WSOR 7124	WSOR 7156	WSOR 7170	
WSOR 7128	WSOR 7159	WSOR 7177	

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 above written.

BANK OF NEW ENGLAND, N.A.

ATTEST:

By *David S. Hall*  
Title: ASST. VICE PRESIDENT

*Sharon L. Schumacher*

FUNDING SYSTEMS RAILCARS, INC.

ATTEST:

By *Dennis T. Hurst*  
Title: EXECUTIVE VICE PRESIDENT - FINANCE

*Sharon L. Schumacher*

STATE ILLINOIS )  
 ) ss.  
COUNTY OF DUPAGE )

On this 31<sup>st</sup> day of January, 1984, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, says that he/she is Executive Vice President-Finance of Funding Systems Railcars, Inc., 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

(Notarial Seal)

My commission expires:

My Commission Expires Jan 27, 1985

STATE OF Mass. )  
 )  
COUNTY OF Suffolk )

ss.

On this 6TH day of February, 1984, before me personally appeared DAVID C. WALSH, 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.

Claude R. Brown  
Notary Public

[Notary Seal]

My commission expires:

August 10, 1990