



# NORTHBROOK CORPORATION

RECORDATION NO. 14237 Filed & Recorded

JUL 8 1985 4-1 5 PM

INTERSTATE COMMERCE COMMISSION  
5-189A007

No. \_\_\_\_\_  
Date JUL 8 1985

Fee \$ 10.00

ICC Washington, D.C.

JUL 8 4 41 PM '85  
MOTOR OPERATING UNIT  
THE SECRETARY OF  
ICC OFFICE OF

July 1, 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 Contract, a secondary document under the Management Contract dated as of 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: Northbrook Corporation  
(formerly known as  
Funding Systems Railcars, Inc.)  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062  
Attention: President

Owner: Bank of New England, N.A.  
28 State Street, 31st Floor  
Boston, MA 02109  
Attn: Michael Gorman

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

Twelve (12) Open Top Hoppercars bearing  
the identification marks WSOR

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

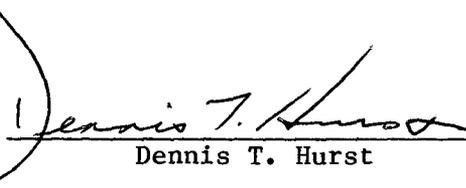
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

Mr. James H. Bayne  
Interstate Commerce Commission  
July 1, 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

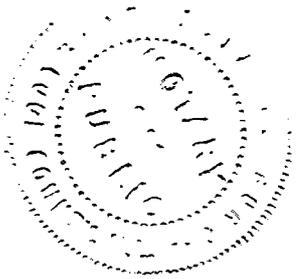
RECORDATION NO. 14237 <sup>E</sup> Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS       )  
                                  )  
COUNTY OF COOK        )

On this 1st day of July, 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 Bank of New England, N.A. dated June 21st, 1985 with the original and have found the copy to be complete and identical in all respects to the original document.



(Seal)

*Patricia M. Bug*  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

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AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of May 1, 1983

Between

Bank of New England, N.A.

as Owner

AND

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

as Manager

AMENDMENT TO  
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 21st day of June, 1985 and amends that certain Management Contract dated as of May 1, 1983 (the "Agreement") between Bank of New England, N.A. (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 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 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 is 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>
UMP 7197	WSOR 7197 effective 2/27/85
UMP 7165	WSOR 7165 effective 2/27/85
UMP 7157	WSOR 7157 effective 2/27/85
UMP 7148	WSOR 7148 effective 3/4/85
UMP 7105	WSOR 7105 effective 2/28/85
UMP 7107	WSOR 7107 effective 2/28/85
UMP 7111	WSOR 7111 effective 2/28/85
UMP 7117	WSOR 7117 effective 2/28/85
UMP 7129	WSOR 7129 effective 2/28/85
UMP 7133	WSOR 7133 effective 2/28/85
UMP 7134	WSOR 7134 effective 2/28/85
UMP 7152	WSOR 7152 effective 2/28/85

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.

By

*Mahesh J. Gama*  
Title: Assistant Vice-President

ATTEST:

*Jessie A. White*

NORTHBROOK CORPORATION

(formerly known as  
Funding Systems Railcars, Inc.)

By

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

ATTEST:

*Edward L. Schumacher*

STATE OF Massachusetts )  
 )  
COUNTY OF Suffolk )

On this 24<sup>th</sup> day of June, 19 85,  
before me personally appeared Michael A. Gurman, 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.

Allen M. Mombey  
Notary Public

My commission expires:  
My Commission Expires August 10, 1990

STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 21st day 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 (formerly known as 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.

  
\_\_\_\_\_  
Notary Public

(Seal)

My Commission Expires Nov. 5, 1988