

# NORTHBROOK CORPORATION

September 18, 1985

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

RECORDATION NO. 14237-4  
Filed 1425

5-2600102

SEP 23 1985 - 3:45 PM No.  
INTERSTATE COMMERCE COMMISSION Date  
Fee \$ 10.00

SEP 23 1985

Dear Sir:

ICC Washington, D.C.

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

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

Thirty three (33) Open Top Hoppercars bearing the identification marks UMP

Twenty five (25) Open Top Hoppercars bearing the identification marks UMPX

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

Four (4) Open Top Hoppercars bearing the identification marks WSOX

SEP 23 3 38 PM '85  
MOTOR OPERATING UNIT  
ICC OFFICE OF THE SECRETARY

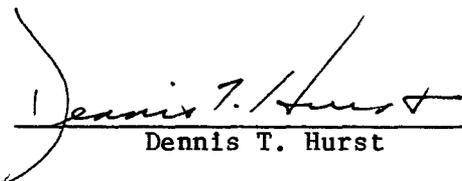
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

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

9/24/85

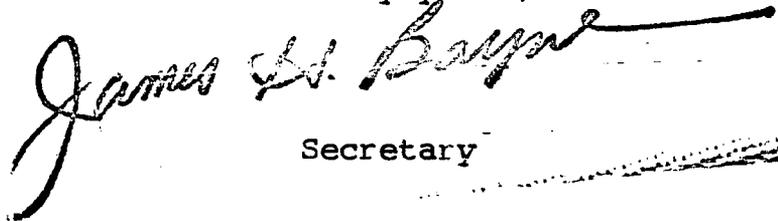
OFFICE OF THE SECRETARY

Sharon Schumacher  
Northbrook Corporation  
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 9/23/85 at 3:45pm and assigned re-  
recording number(s). 14237-F

Sincerely yours,

  
Secretary

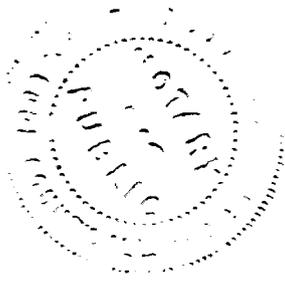
Enclosure(s)

STATE OF ILLINOIS )  
  )  
COUNTY OF COOK        )

RECORDATION # 14237 <sup>F</sup> and 1425

SEP 23 1985 - 8 45 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 Bank of New England, N.A. dated September 5, 1985 with the original and have found the copy to be complete and identical in all respects to the original document.



Patricia M. Berg  
Notary Public

My Commission Expires Nov. 5, 1988

AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of May 1, 1983

Between

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

("Manager")

AND

Bank of New England, N.A.

("Owner")

AMENDMENT TO  
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 5th day of September, 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. The term set forth in Section 2(a) shall be extended for a period of two (2) months and therefore terminate on October 31, 1985, unless sooner terminated in accordance with the provisions of this Agreement.
2. The other terms, covenants and conditions of the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers on the date and year first above written.

NORTHBROOK CORPORATION

BY: Dennis T. Hurst

Title: Executive Vice President -

Finance

BANK OF NEW ENGLAND, N.A.

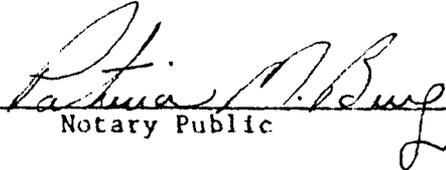
By: Michael A. Jarama

Title: AVP



STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 5th day of Sept., 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

---