

# Funding Systems Railcars, Inc.

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

RECORDATION NO. 14242-F

5-102404 APR 12 1985 -3 25 PM

April 8, 1985

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

INTERSTATE COMMERCE COMMISSION

APR 12 1985

10-00

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 November 17, 1983.

The primary document to which this is connected is recorded under the Recordation Number 14242.

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

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

Owner: Barclays American/Business Credit, Inc.  
111 Founders Plaza  
Suite 1200  
East Hartford, CT 06108

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

Four (4) open-top hopper railroad cars  
bearing the identification mark 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, IL 60062

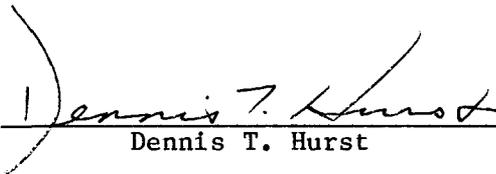
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

Mr. James H. Bayne  
Interstate Commerce Commission  
April 8, 1985  
Page 2

I am an officer of Funding Systems Railcars, Inc. and have knowledge of the matters set forth herein.

Very truly yours,

By

  
Dennis T. Hurst

DTH:pb  
encl.

SENT VIA: Certified Mail

STATE OF ILLINOIS       )  
                                  )  
COUNTY OF COOK        )

REGISTRATION NO. 14242-F Filed 1985

APR 12 1985 - 8 25 PM

INTERSTATE COMMERCE COMMISSION

On this 8th day of April, 1985, I hereby certify that I have compared the attached copy of Amendment to Management Contract between Funding Systems Railcars, Inc. and Barclays American/Business Credit, Inc. dated March 26th, 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

---

RECORDATION NO. 14242-F Filed 1425

APR 12 1985 3 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of November 17, 1983

Between

Barclays American/Business Credit, Inc.

as Owner

AND

Funding Systems Railcars, Inc.

as Manager

AMENDMENT TO  
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 26th day of March, 1985 and amends that certain Management Contract dated as of November 17, 1983 (the "Agreement") between Barclays American/Business Credit, Inc. (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 14242 on December 30, 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 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>
UMP 6368	WSOR 6368 effective 2/20/85
UMP 6419	WSOR 6419 effective 2/20/85
UMP 6317	WSOR 6317 effective 2/27/85
UMP 6323	WSOR 6323 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.

BARCLAYS AMERICAN/BUSINESS CREDIT, INC.

By Lawrence D. Stillman  
Title: V. P.

ATTEST:

Wanda Jones O'Donnell  
Assistant Secretary

FUNDING SYSTEMS RAILCARS, INC.

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

ATTEST:

Sharon L. Schumacher

STATE OF Connecticut )  
COUNTY OF Hartford )

On this 2nd day of April, 19 85,  
before me personally appeared Lawrence D. Stillman, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of Marclain American Business Credit, 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.

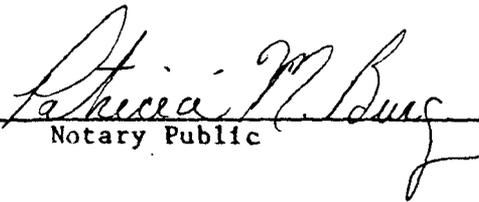
Allyn L. Violet  
Notary Public

My commission expires:

**ALLYN L. VIOLET**  
NOTARY PUBLIC  
COMMISSION EXPIRES MARCH 31, 1988

STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 26th of March, 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 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

My Commission Expires Nov. 5, 1988

---