



Funding Systems Railcars, Inc.

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

5-127A062

April 30, 1985

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

RECORDATION NO. 14103-2 Filed 1428

MAY 7 1985 - 11 05 AM
INTERSTATE COMMERCE COMMISSION

NS
Date MAY 7 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 June 1, 1983.

The primary document to which this is connected is recorded under the Recordation Number 14103.

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: Refco Management Services, Inc.
Suite 999
222 West Adams Street
Chicago, IL 60606

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

- Ten (10) gondola railroad cars bearing the identification mark TSBY
- Thirty (30) gondola railroad cars bearing the identification mark WSOR.
- Two (2) gondola railroad cars bearing the identification mark DRGW.

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

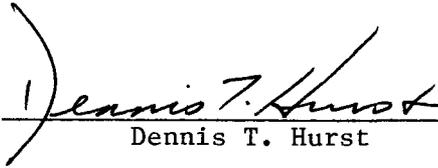
Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

Mr. James H. Bayne
Interstate Commerce Commission
April 30, 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)

RECORDATION NO. 14103-2 Filed 1425

MAY 7 1985 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

On this 30th 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 Refco Management Services, Inc. dated April 25th, 1985 with the original and have found the copy to be complete and identical in all respects to the original document.



Richard M. Busch

Notary Public

My Commission Expires Nov. 5, 1988

REGISTRATION NO. 14103-2 Filed 1425

MAY 7 1985 12 05 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT CONTRACT

Dated as of June 1, 1983

Between

Refco Management Services, Inc.

as Owner

AND

Funding Systems Railcars, Inc.

as Manager

AMENDMENT TO
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 25th day of April, 1985 and amends that certain Management Contract dated as of June 1, 1983 (the "Agreement") between Refco Management Services, 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 14103 on July 21, 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 gondola 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>
WRWK 20043	TSBY 5274 effective 2/27/85
WRWK 20042	TSBY 5275 effective 2/27/85
WRWK 20038	TSBY 5276 effective 2/28/85
WRWK 20037	TSBY 5277 effective 2/28/85
WRWK 20039	TSBY 5278 effective 2/28/85
WRWK 20045	TSBY 5279 effective 3/4/85
WRWK 20044	TSBY 5280 effective 3/4/85
WRWK 20040	TSBY 5281 effective 3/5/85
WRWK 20041	TSBY 5282 effective 3/14/85
WRWK 20046	TSBY 5283 effective 4/4/85

The item of Equipment
bearing the number

Shall be changed to
Equipment number

LSBC 5150	WSOR 5284 effective 3/13/85
LSBC 5132	WSOR 5285 effective 3/19/85
LSBC 5163	WSOR 5286 effective 3/19/85
LSBC 5128	WSOR 5287 effective 3/19/85
LSBC 5082	WSOR 5288 effective 3/19/85
LSBC 5090	WSOR 5289 effective 3/19/85
LSBC 5145	WSOR 5290 effective 3/19/85
LSBC 5122	WSOR 5291 effective 3/20/85
LSBC 5162	WSOR 5292 effective 3/20/85
LSBC 5099	WSOR 5293 effective 3/20/85
LSBC 5095	WSOR 5294 effective 3/20/85
LSBC 5092	WSOR 5295 effective 3/20/85
LSBC 5123	WSOR 5296 effective 3/20/85
LSBC 5100	WSOR 5297 effective 3/20/85
LSBC 5104	WSOR 5298 effective 3/20/85
LSBC 5131	WSOR 5299 effective 3/20/85
LSBC 5085	WSOR 5300 effective 3/21/85
LSBC 5094	WSOR 5301 effective 3/21/85
LSBC 5093	WSOR 5302 effective 3/21/85
LSBC 5154	WSOR 5303 effective 3/21/85
LSBC 5140	WSOR 5304 effective 3/21/85
LSBC 5114	WSOR 5305 effective 3/21/85
LSBC 5080	WSOR 5306 effective 3/21/85
LSBC 5077	WSOR 5307 effective 3/21/85
LSBC 5137	WSOR 5308 effective 3/21/85
LSBC 5165	WSOR 5309 effective 3/21/85
LSBC 5083	WSOR 5310 effective 4/9/85
LSBC 5119	WSOR 5311 effective 4/9/85
LSBC 5144	WSOR 5312 effective 4/9/85
LSBC 5116	WSOR 5313 effective 4/17/85

2. Effective January 18, 1985 the items of Equipment bearing the identification number DRGW 6022 and DRGW 6048 shall be deleted from Exhibit A and no longer subject to the terms and conditions of the Management Contract.

3. 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.

FUNDING SYSTEMS RAILCARS, INC.

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

ATTEST:

Patricia M. Bueg

REFCO MANAGEMENT SERVICES, INC.

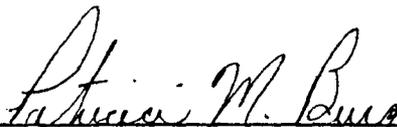
By *M. Cor*
Title: *pres*

ATTEST:

Kathleen F. Mulcahy

STATE OF Illinois)
)
COUNTY OF Cook)

On this 25th of April, 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