

# Funding Systems Railcars, Inc.

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

April 8, 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 Agreement, a secondary document, under the Management Agreement dated as of September 28, 1983.

The primary document to which this is connected is recorded under the Recordation Number 14192.

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: U.S. Steel Credit Corporation  
600 Grant Street  
Pittsburgh, PA 15230

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

Nine (9) 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.

REGISTRATION NO. 14192-E  
FILED 1985

5-102A048  
APR 12 1985 - 3 05 PM

INTERSTATE COMMERCE COMMISSION  
APR 12 1985

10.00

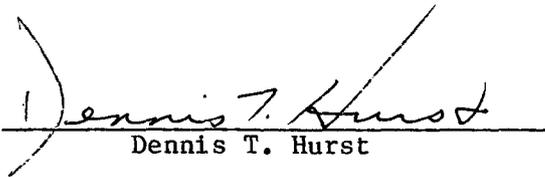
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Mr. James H. Bayne  
Interstate Commerce Commission  
April 8, 1985  
Page 2

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



REGISTRATION NO. 14192-E Filed 1985

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INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT AGREEMENT

Dated as of September 28, 1983

Between

U. S. Steel Credit Corporation

as Owner

AND

Funding Systems Railcars, Inc.

as Manager

AMENDMENT TO  
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 26th day of March, 1985 and amends that certain Management Agreement dated as of September 28, 1983 (the "Agreement") between U. S. Steel Credit Corporation, (the "Owner") and Funding Systems Railcars, Inc. (the "Manager").

WHEREAS the parties hereto are parties to the Management Agreement which was filed with the Interstate Commerce Commission at Recordation Number 14192 on November 15, 1983; and

WHEREAS, the parties hereto now desire to amend the Management Agreement as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Agreement 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 6661	WSOR 6661 effective 2/20/85
UMP 6615	WSOR 6615 effective 2/27/85
UMP 6631	WSOR 6631 effective 3/4/85
UMP 6686	WSOR 6686 effective 3/4/85
UMP 6611	WSOR 6611 effective 2/28/85
UMP 6662	WSOR 6662 effective 2/28/85
UMP 6673	WSOR 6673 effective 2/28/85
UMP 6676	WSOR 6676 effective 2/28/85
UMP 6710	WSOR 6710 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.

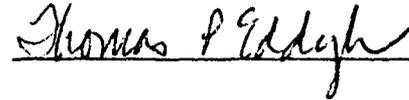
IN WITNESS WHEREOF, the Owner and the Manager have executed this Amendment as of the day and year first written.

U. S. STEEL CREDIT CORPORATION

By

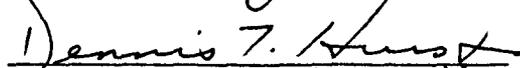
  
Title: President

ATTEST:

  
\_\_\_\_\_

FUNDING SYSTEMS RAILCARS, INC.

By

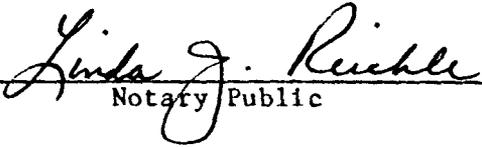
  
Title: Executive Vice President-  
Finance

ATTEST:

  
\_\_\_\_\_

STATE OF Pennsylvania )  
 )  
COUNTY OF Allegheny )

On this 4th day of April, 1985,  
before me personally appeared R. D. Crafe, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of U. S. Steel Credit Corporation  
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.

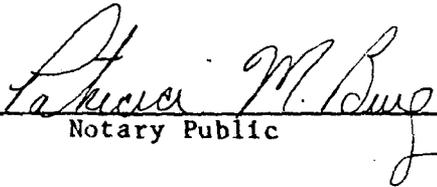
  
\_\_\_\_\_  
Notary Public

My commission expires:

~~LINDA J. REICHLER, Notary Public~~  
PITTSBURGH, ALLEGHENY COUNTY, PA  
MY COMMISSION EXPIRES  
JULY 18, 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