



# NORTHBROOK CORPORATION

5-273A130

SEP 30 1985

September 25, 1985

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

RECORDATION NO. 14192F Filed 1425  
SEP 30 1985 -3 25 PM  
INTERSTATE COMMERCE COMMISSION

No. ....  
Date .....  
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 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: Northbrook Corporation  
(formerly known as  
Funding Systems Railcars, Inc.)  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062  
Attention: President
- Owner: U.S. Steel Credit Corporation  
600 Grant Street  
Pittsburgh, PA 15230  
Attention: Vice President - Leasing

TOP OFFICE OF THE SECRETARY  
SEP 30 3 18 PM '85  
NOTICE OF EMERGENCY UNIT

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

One hundred twenty (120) Open Top Hoppercars

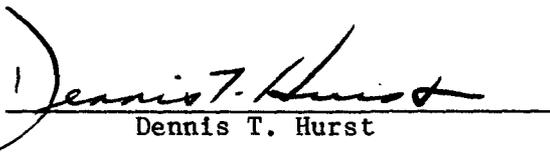
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

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

Mr. James H. Bayne  
Interstate Commerce Commission  
September 25, 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

10/1/85

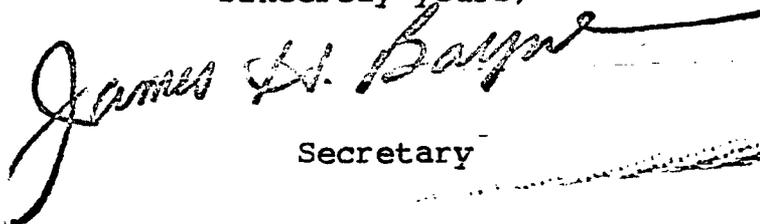
**OFFICE OF THE SECRETARY**

Sharon Schumacher  
Northbrook Corporation  
2215 Sanders Road, 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 9/30/85 at 3:25pm and assigned re-  
recording number(s) - 14291-F

Sincerely yours,

  
Secretary

Enclosure(s)

STATE OF ILLINOIS )  
                                  )  
COUNTY OF COOK      )

REGISTRATION NO. 14192F Filed 1985

SEP 30 1985 -3 25 PM

INTERSTATE COMMERCE COMMISSION

On this 25th day of September, 1985, I hereby certify that I have compared the attached copy of Amendment to Management Agreement between Northbrook Corporation (formerly known as Funding Systems Railcars, Inc.) and U.S. Steel Credit Corporation 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. Bunge*  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

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AMENDMENT

TO

MANAGEMENT AGREEMENT

Dated as of September 28, 1983

Between

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

("Manager")

AND

U.S. Steel Credit Corporation

("Owner")

AMENDMENT TO  
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 5th day of September, 1985 and amends that certain Management Agreement dated as of September 28, 1983 (the "Agreement") between U.S. Steel Credit Corporation (the "Owner") and Northbrook Corporation (formerly known as 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. The term set forth in Section 2(a) shall be extended for a period of two (2) years and therefore terminate on August 31, 1987, 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: *James P. Heis*

Title: President and Chief Executive  
Officer

U.S. STEEL CREDIT CORPORATION

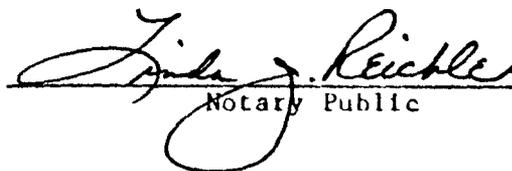
By: *[Signature]*

Title: PRESIDENT

COMMONWEALTH

STATE OF Pennsylvania )  
 )  
COUNTY OF Allegheny )

On this 23rd day of September, 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 (President)  
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

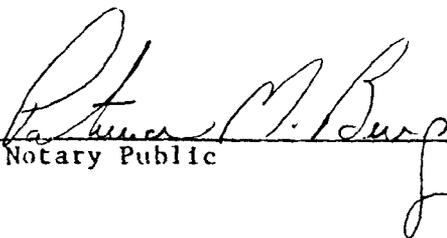
PITTSBURGH, ALLEGHENY COUNTY, PA

MY COMMISSION EXPIRES

JULY 18, 1988

STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 5th day of Sept., 1985, before me personally appeared James B. Shein, to me personally known, who, being by me duly sworn, said that he/she is President and Chief Executive Officer 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

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