



RECORDATION NO. 14192-46 Filed & Recorded

APR 17 1987 10-4 5 AM

INTERSTATE COMMERCE COMMISSION

SSA
Date 4/17/87
Fee \$ 10.00
ICC Washington, D. C.

April 13, 1987

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 United States 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

Owner: USX Credit Corporation
(formerly known as U.S. Steel Credit Corporation)
600 Grant Street
Pittsburgh, PA 15230

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

Three (3) open-top hopper railcars bearing the identification marks UMPX

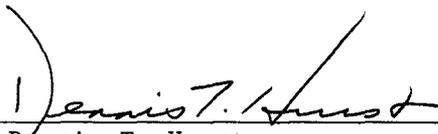
The original and all extra copies of the enclosed documents should be returned to Patricia Burg, Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

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

Mr. James H. Bayne
Interstate Commerce Commission
April 13, 1987
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

pb/
encl.

Sent via: Certified Mail/Return Receipt Requested

Interstate Commerce Commission
Washington, D.C. 20423

4/17/87

OFFICE OF THE SECRETARY

Patricia Burg
Northbrook Corporation
2215 Sanders Road Suite 370
Northbrook, Illinois 60062

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/17/87 at 10:45am, and assigned re-
recording number(s). 14192-H

Sincerely yours,

Noreta R. McGee
Secretary

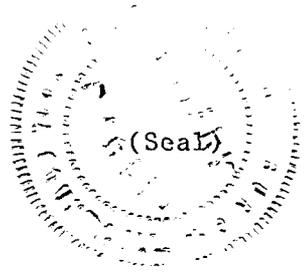
Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 14192-H Filed & Recorded
APR 17 1987 10-45 AM
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 13th day of April, 1987, I hereby certify that I have compared the attached copy of the Amendment to Management Agreement between Northbrook Corporation (formerly known as Funding Systems Railcars, Inc.) and USX Credit Corporation (formerly known as U.S. Steel Credit Corporation) dated March 26, 1987 with the original and have found the copy to be complete and identical in all respects to the original document.



Richard M. Berg

Notary Public

My Commission Expires Nov. 5, 1988

RECORDATION NO. 14192 ~~H~~
Filed & Recorded
APR 17 1987 10:45 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT AGREEMENT

DATED AS OF SEPTEMBER 28, 1983

BETWEEN

U.S. STEEL CREDIT CORPORATION
(Now known as USX Credit Corporation)
as Owner

AND

NORTHBROOK CORPORATION
(Formerly Known as Funding Systems Railcars, Inc.)
as Manager

PRIMARY RECORDATION NUMBER 14192

AMENDMENT TO
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 26th day of March, 1987, 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").

*Now known as USX Credit Corporation

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 the Equipment and that the Agreement and Exhibit A thereto are hereby amended to change the equipment numbers of the following items of equipment:

<u>The item of Equipment bearing the number</u>	<u>Shall be changed to equipment number</u>
WSOR 6661	UMPX 6661, effective 11/26/86
WSOR 6662	UMPX 6662, effective 11/26/86
UMP 6621	UMPX 6621, effective 2/6/87

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.

U.S. STEEL CREDIT CORPORATION (Now known as USX Credit Corporation)

By *Dale L. Hamer*
Title: Vice President - Leasing & Equipment Financing

NORTHBROOK CORPORATION
(Formerly Known As Funding Systems Railcars, Inc.)

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

COMMONWEALTH
STATE OF Pennsylvania)
COUNTY OF Allegheny)

On this 3rd day of April, 1987, before me personally appeared D. L. Hamer, to me personally known, who, being by me duly sworn, said that he/she is Vice President - Leasing & Equip. Financing of USX ~~INCORPORATED~~ Credit 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.

Linda J. Reichle
Notary Public

LINDA J. REICHEL, Notary Public
FARMINGTON, ALLEGHENY COUNTY, PA
MY COMMISSION EXPIRES
JULY 18, 1988

STATE OF Illinois)
)
COUNTY OF Cook)

On this 26th day of March, 1987, 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 (formerly known as 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.

(Seal)



Notary Public

My Commission Expires Nov. 5, 1988