



**WISCONSIN & SOUTHERN
RAILROAD CO.**

2215 Sanders Road
Northbrook, IL 60062

(312) 272-8350

April 16, 1984

Mr. James H. Bayne
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

4-110A091
No. APR 19 1984
Date APR 19 1984 -3 15 PM
Fee \$ 10.00
RECORDATION NO. 121071
FILED 1984
INTERSTATE COMMERCE COMMISSION
ICC Washington, D.C.

Dear Sir:

Enclosed for recordation pursuant to the provisions of Section 11303 of the Title 49 of the United States Code and the regulations thereunder are two originals of the Amendment to Management Agreement and Termination of Utilization Agreement, a secondary document, under the Management Agreement dated April 12, 1982.

The primary document to which this is connected is recorded under the Recordation Number 12107.

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

Manager: Wisconsin and Southern Railroad Company
2215 Sanders Road, Suite 370
Northbrook, IL 60062

Owner: Transportation Corporation of America
P.O. Box 218
Chicago Heights, Illinois 60411

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

Twenty-five (25) Gondola Cars bearing the identification marks WSOR.

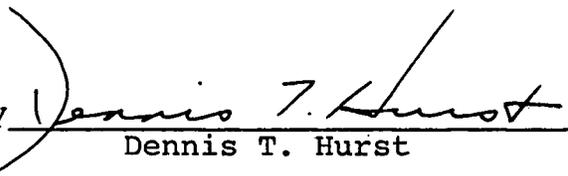
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

Mr. James H. Bayne
Interstate Commerce Commission
April 16, 1984
Page 2

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

I am an officer of Wisconsin & Southern Railroad Co. and have knowledge of the matters set forth herein.

Very truly yours,

By 
Dennis T. Hurst

SS/rlm

Enclosures

SENT VIA: Certified Mail

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

4/19/84

Ms. Sharon Schumacher
Funding Systems Railcars, Inc.
2215 Sanders Road
Northbrook, Illinois 60062

Dear

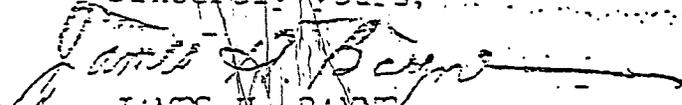
Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4/19/84** at **3:15pm** and assigned re-
recording number (s).

12107-C

Released

Sincerely yours,



JAMES E. BAYNE

Secretary

Enclosure(s)

SE-30
(7/79)

SECOND AMENDMENT
MANAGEMENT AGREEMENT
AND
TERMINATION OF UTILIZATION AGREEMENT

RECORDATION NO. 12107-C Filed 1425

APR 19 1984 3 15 PM

INTERSTATE COMMERCE COMMISSION

This Second Amendment and Approval is made and entered into as of this 23rd day of November, 1983, by and between WISCONSIN & SOUTHERN RAILROAD COMPANY ("Manager") and TRANSPORTATION CORPORATION OF AMERICA ("Owner").

WHEREAS, Owner and Manager have heretofore entered into a Management Agreement dated the 12th day of April, 1982 concerning one hundred and sixty-four (164) railroad cars identified in that document and a First Amendment and Approval dated the 25th day of June, 1983 for the placement of twenty-five (25) cars with the LaSalle & Bureau County Railroad ("subject LSBC Used Cars"); and

WHEREAS, Manager has advised Owner that, due to various reasons, the cars shown be placed with the Wisconsin & Southern Railroad,

NOW, THEREFORE, in consideration of mutual promises made herein, Owner and Manager, intending to be legally bound, hereby agree as follows:

1. The First Amendment and Approval dated the 25th day of June, 1983 for the placement of twenty-five (25) cars with the LaSalle & Bureau County Railroad is hereby cancelled and the subject

cars will be managed by Manager under the terms, conditions and covenants of the Management Agreement dated the 12th day of April, 1982 and extensions thereof.

2. The subject LSBC Used Cars are each 100 ton, 52'6" gondola cars manufactured by Thrall Car Manufacturing Company, bearing the car numbers set forth within Exhibit 1, which is attached hereto and made a part hereof. The parties hereto agree that the now existing railroad marking and car number on each of the subject LSBC Used Cars shall be changed to reflect a new railroad marking and car number for that specific car in accordance with the "Car Number Modification Schedule" which is marked Exhibit 1. Owner shall receive prompt written notification from Manager of each and every herein approved modification of the railroad markings and car numbers of the subject LSBC Used Cars.

3. Manager agrees to use its best efforts in minimizing transportation and modification (re-marking) costs. Transportation costs will be handled as per the Agreement dated April 12, 1982 and modification (re-marking) costs will be for the account of Owner. Manager will seek Owner's approval in the event modification (re-marking) costs exceed one hundred dollars (\$100.00) per car.

4. Owner and Manager mutually agree to amend Section 4.(n) to read:

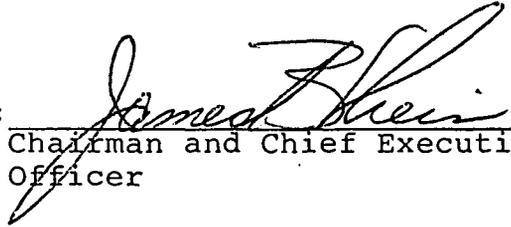
"The total number of gondola railroad cars managed, owned, leased or dealt with by the Manager shall not exceed three hundred and seventy-four (374) at any time during the term of this Agreement."

IN WITNESS WHEREOF, the parties hereto have executed
this Agreement on the day and year set forth above.

TRANSPORTATION CORPORATION
OF AMERICA

WISCONSIN & SOUTHERN RAILROAD CO.

By: 
President

By: 
Chairman and Chief Executive
Officer

ATTEST:



ATTEST:

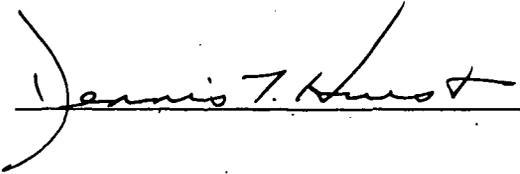


EXHIBIT 1

SECOND AMENDMENT - MANAGEMENT AGREEMENT - TRANSPORTATION
CORPORATION OF AMERICAN - WISCONSIN & SOUTHERN RAILROAD COMPANY

CAR MODIFICATION SCHEDULE

<u>Car Numbers</u> <u>(existing)</u>	shall be changed to	<u>Car Numbers</u> <u>(modified)</u>
LSBC 5010		WSOR 5010
5019		5019
5020		5020
5037		5037
5043		5043
5044		5044
5050		5050
5057		5057
5066		5066
5070		5070
5079		5079
5081		5081
5087		5087
5088		5088
5097		5097
5098		5098
5103		5103
5108		5108
5111		5111
5121		5121
5138		5138
5146		5146
5148		5148
5149		5149
5155		5155

STATE OF ILLINOIS :
COUNTY OF COOK : ss.

On this 23rd day of November, 1983, before me personally appeared James B. Shein, to me personally known, who being by me duly sworn says that he is the Chairman and Chief Executive Officer of Wisconsin & Southern Railroad Company, that he is authorized to sign and execute the foregoing instrument on behalf of the corporation and he acknowledges that the execution of the foregoing instrument is the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My commission expires December 28, 1983