



# NORTHBROOK CORPORATION

RECORDATION NO. 14894-3 Filed & Recorded

FEB 4 1987 3 5 AM

INTERSTATE COMMERCE COMMISSION

January 23, 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 Contract, a secondary document under the Management Contract dated as of December 31, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14894.

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

Manager: Northbrook Corporation  
2215 Sanders Road, Suite 370  
Northbrook, Illinois 60062

Owner: Chicago & Illinois Midland Railway Company  
P.O. Box 139  
Springfield, IL 62705-0139

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

Twenty-six (26) gondola railcars bearing the identification marks WSOX and one (1) railcar bearing the identification mark WSOR

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

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

Mr. James H. Bayne  
Interstate Commerce Commission  
January 23, 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

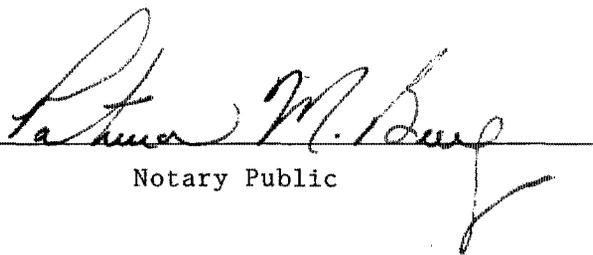
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Sent via: Certified Mail/  
Return Receipt Requested

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

RECORDATION NO. 148942C Filed & Recorded  
FEB 4 1987 10- 8 5 AM  
INTERSTATE COMMERCE COMMISSION

On this 23rd day of January, 1987, I hereby certify that I have compared the attached copy of Amendment to Management Contract between Northbrook Corporation and Chicago & Illinois Midland Railway Company dated January 14, 1987 with the original and have found the copy to be complete and identical in all respects to the original document.

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

My Commission Expires Nov. 5, 1988

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RECORDATION NO. \_\_\_\_\_ Filed & Recorded

FEB 4 1987 10- 8 5 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO

MANAGEMENT CONTRACT

DATED AS OF DECEMBER 31, 1985

BETWEEN

NORTHBROOK CORPORATION

as Manager

AND

CHICAGO & ILLINOIS MIDLAND RAILWAY COMPANY

as Owner

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PRIMARY DOCUMENT RECORDATION NUMBER 14894

AMENDMENT TO  
MANAGEMENT CONTRACT

THIS AMENDMENT is dated as of the 14th day of January, 1987, and amends that certain Management Contract dated as of December 31, 1985 (the "Agreement") between Chicago & Illinois Midland Railway Company (the "Owner") and Northbrook Corporation (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14894 on February 7, 1986; 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 railcars (the "Equipment"). The parties hereto agree that the Manager may change the equipment numbers on certain items of the Equipment and that the Agreement there-to 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>
WSOR 8019	WSOX 8019, effective 9/24/86
WSOR 8031	WSOX 8031, effective 9/24/86
WSOR 8037	WSOX 8037, effective 9/24/86
WSOR 8044	WSOX 8044, effective 9/24/86
WSOR 8054	WSOX 8054, effective 9/24/86
WSOR 8069	WSOX 8069, effective 9/24/86
WSOR 8084	WSOX 8084, effective 9/24/86
WSOR 8086	WSOX 8086, effective 9/24/86
WSOR 8118	WSOX 8118, effective 9/24/86
WSOR 8152	WSOX 8152, effective 9/24/86
WSOR 8158	WSOX 8158, effective 9/24/86
WSOR 8161	WSOX 8161, effective 9/24/86
WSOR 8199	WSOX 8199, effective 9/24/86
WSOR 8212	WSOX 8212, effective 9/24/86
WSOR 8282	WSOX 8282, effective 9/24/86
WSOR 8292	WSOX 8292, effective 9/24/86
WSOR 8334	WSOX 8334, effective 9/24/86
WSOR 8343	WSOX 8343, effective 9/24/86
WSOR 8444	WSOX 8444, effective 9/24/86
WSOR 8455	WSOX 8455, effective 9/24/86
WSOR 8526	WSOX 8526, effective 9/24/86
WSOR 8530	WSOX 8530, effective 9/24/86
WSOR 8539	WSOX 8539, effective 9/24/86

The item of Equipment  
bearing the number

Shall be changed to  
Equipment number

WSOR 8373  
WSOR 8398  
WSOR 8412

WSOX 8373, effective 11/24/86  
WSOX 8398, effective 11/24/86  
WSOX 8412, effective 11/24/86

2. Effective April 2, 1986, the item of Equipment bearing the identification number WSOR 8411 shall be deleted 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.

NORTHBROOK CORPORATION

By

*Jeanis T. Hunt*  
Title: Executive Vice President - Finance

CHICAGO & ILLINOIS MIDLAND RAILWAY COMPANY

BY

*W. G. Harvey*  
Title:



