

# Funding Systems Railcars, Inc.

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

March 21, 1985

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

RECORDATION NO. 13784-1  
No. 5-085A012

MAR 26 1985 10 29 AM  
INTERSTATE COMMERCE COMMISSION

Date ... MAR 29 1985  
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 July 28, 1982.

The primary document to which this is connected is recorded under the Recordation Number 13784.

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: Heleasco Six, Inc.  
Suite 101, Hagley Bldg.  
3411 Silverside Road  
Wilmington, DE 19810

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

Fourteen (14) covered hopper railroad cars  
bearing the identification mark WSOX

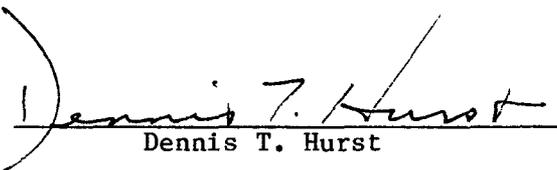
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, IL 60062

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

Mr. James H. Bayne  
Interstate Commerce Commission  
March 21, 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

Interstate Commerce Commission  
Washington, D.C. 20423

3/26/85

OFFICE OF THE SECRETARY

Dennis T. Hurst  
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 3/26/85 at 10:20am and assigned re-  
recording number(s). 13784-I

Sincerely yours,

*James H. Bayne*  
Secretary

Enclosure(s)

STATE OF ILLINOIS )  
 )  
COUNTY OF ~~COOK~~ )  
DU PAGE )

RECORDATION NO. 13784-1 FILED 1425

MAR 26 1985 10 20 AM

INTERSTATE COMMERCE COMMISSION

On this 21st day of March, 1985, I hereby certify that I have compared the attached copy of Amendment to Management Agreement between Funding Systems Railcars, Inc. and Heleasco Six, Inc. dated March 4th, 1985 with the original and have found the copy to be complete and identical in all respects to the original document.



Sharon Schumacher  
Notary Public

My Commission Expires Jan. 27, 1988

RECORDATION NO. 13784-2  
FINN 1425

MAR 26 1985 10 20 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

TO

MANAGEMENT AGREEMENT

Dated as of July 28, 1982

Between

Heleasco Six, Inc.

as Owner

AND

Funding Systems Railcars, Inc.

as Manager

AMENDMENT TO  
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 4th day of March, 1985 and amends that certain Management Agreement dated as of July 28, 1982 (the "Agreement") between Heleasco Six, Inc. (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 13784 on August 31, 1982; 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 covered hopper railroad cars (the "Equipment"). 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>
WSOR 301297	WSOX 301297 effective 1-25-85
WSOR 301323	WSOX 301323 effective 1-25-85
WSOR 301336	WSOX 301336 effective 1-25-85
WSOR 301355	WSOX 301355 effective 1-31-85
WSOR 301359	WSOX 301359 effective 1-31-85
WSOR 301372	WSOX 301372 effective 1-31-85
WSOR 301391	WSOX 301391 effective 1-31-85
WSOR 301421	WSOX 301421 effective 1-25-85
WSOR 301423	WSOX 301423 effective 1-25-85
WSOR 301442	WSOX 301442 effective 1-25-85
WSOR 301464	WSOX 301464 effective 1-31-85
WSOR 301485	WSOX 301485 effective 1-31-85
WSOR 301494	WSOX 301494 effective 1-31-85
WSOR 301496	WSOX 301496 effective 1-25-85

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.

HELEASCO SIX, INC.  
By [Signature]  
Title: President

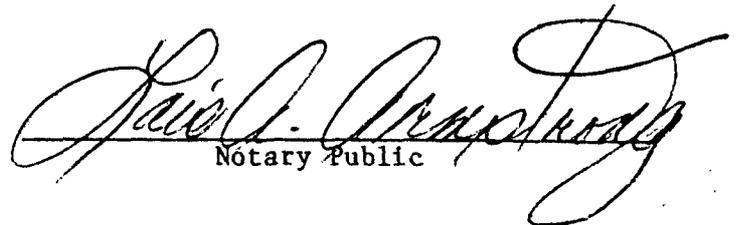
FUNDING SYSTEMS RAILCARS, INC.  
By [Signature]  
Title: Executive Vice President-  
Finance

ATTEST:  
[Signature]

ATTEST:  
[Signature]

STATE OF Delaware )  
COUNTY OF New Castle )

On this 19th day of March, 1985,  
before me personally appeared Philip A. Hanson, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of Helcoast, Inc.  
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

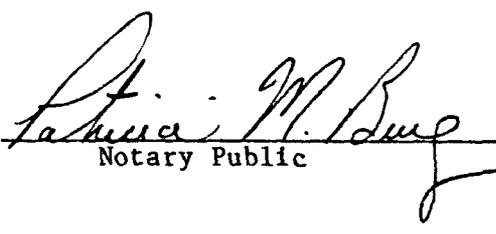
My commission expires:

My Commission expires March 2, 1986

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STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 4th 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