



**NORTHBROOK CORPORATION**

RECORDATION NO. 13784 Filed & Recorded

JUL 8 1985 4-1 5 PM

INTERSTATE COMMERCE COMMISSION

July 1, 1985

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

5-189A037  
No. ~~5-189A037~~  
Date JUL 8 1985  
Fee \$ 10.00  
ICC Washington, D.C.

R 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 the Amendment to Management Agreement, a secondary document under the Management Agreement dated 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: Northbrook Corporation  
(formerly known as  
Funding Systems Railcars, Inc.)  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062  
Attn: President

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

ICC OFFICE OF  
THE SECRETARY  
JUL 8 4 04 PM '85  
MOTOR OPERATING UNIT

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

Twenty (20) covered hopper railroad cars bearing the identification marks WSOX.

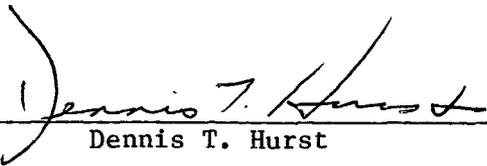
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

Mr. James H. Bayne  
Interstate Commerce Commission  
July 1, 1985  
Page 2

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

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Very truly yours,

By   
Dennis T. Hurst

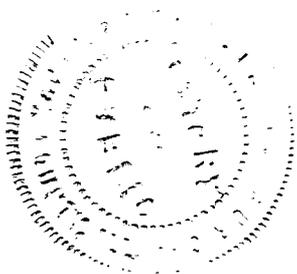
SS/pb  
encl.

SENT VIA: Certified Mail

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

RECORDATION NO. 137841 Filed & Recorded  
JUL 8 1985 4-1 5 PM  
INTERSTATE COMMERCE COMMISSION

On this 1st day of July, 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 Heleasco Six, Inc. dated June 11, 1985 with the original and have found the copy to be complete and identical in all respects to the original document.



(Seal)

Patricia M. Burg  
Notary Public

My Commission Expires Nov. 5, 1988

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AMENDMENT

TO

MANAGEMENT AGREEMENT

Dated as of July 28, 1982

Between

Heleasco Six, Inc.

as Owner

AND

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

as Manager

AMENDMENT TO  
MANAGEMENT AGREEMENT

THIS AMENDMENT is dated as of the 11th day of June, 1985 and amends that certain Management Agreement dated as of July 28, 1982 ( the "Agreement") between Heleasco Six, Inc. (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 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 301368	WSOX 301368 effective 2/12/85
WSOR 301307	WSOX 301307 effective 2/14/85
WSOR 301345	WSOX 301345 effective 2/14/85
WSOR 301333	WSOX 301333 effective 2/14/85
WSOR 301369	WSOX 301369 effective 2/14/85
WSOR 301400	WSOX 301400 effective 2/14/85
WSOR 301430	WSOX 301430 effective 2/14/85
WSOR 301455	WSOX 301455 effective 2/14/85
WSOR 301458	WSOX 301458 effective 2/14/85
WSOR 301330	WSOX 301330 effective 2/15/85
WSOR 301434	WSOX 301434 effective 2/15/85
WSOR 301436	WSOX 301436 effective 2/15/85
WSOR 301335	WSOX 301335 effective 2/19/85
WSOR 301352	WSOX 301352 effective 2/19/85
WSOR 301410	WSOX 301410 effective 2/19/85
WSOR 301426	WSOX 301426 effective 2/19/85
WSOR 301431	WSOX 301431 effective 2/19/85
WSOR 301451	WSOX 301451 effective 2/19/85
WSOR 301293	WSOX 301293 effective 3/5/85
WSOR 301331	WSOX 301331 effective 3/5/85

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 above written.

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

ATTEST:  
[Signature]

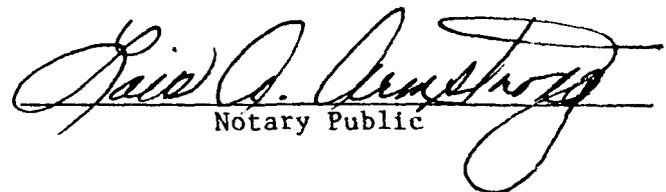
NORTHBROOK CORPORATION  
By [Signature]  
Title: Executive Vice President -  
Finance

ATTEST:  
[Signature]

STATE OF Delaware )  
COUNTY OF New Castle )

On this 21st day of June, 19 85,  
before me personally appeared Philip A. Jewson, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of Heleasco Six, 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

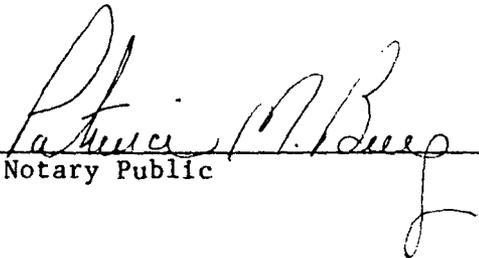
My commission expires:

My Commission expires March 2, 1985

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STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 11th day of June, 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 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