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October 3, 1978

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9735-A
RECORDATION NO. Filed 1425

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OCT 4 1978 - 12 40 PM

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8-277B150

Mrs. Lee INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Constitutional Avenue at 12th. St., N.W.
Washington, D. C. 20023

INTERSTATE COMMERCE COMMISSION

Date OCT 4 1978
Fee \$ *60.00*

Dear Mrs. Lee:

Washington, D. C.

I enclose the following documents for filing with the Interstate Commerce Commission:

1. Management Agreement between National Railway Utilization Corporation and Howard W. Moore, dated September 29, 1978.
2. Certificate of Acceptance thereunder.

These documents cover ten 50'6" type XM railroad box-cars numbered NSL 155195 through NSL 155204.

The address of National Railway Utilization Corporation is 1100 Centre Square East, 1500 Market Street, Philadelphia, Pennsylvania 19102.

The address of Howard W. Moore is Briar House B-46, 8302 Old York Road, Elkins Park, Pennsylvania 19117.

Also enclosed are two copies of each document which I ask that you stamp and return to me. A self-addressed, stamped envelope is enclosed for your convenience.

A filing fee of \$50.00 for the Management Agreement and \$10.00 for the Certificate of Acceptance is included.

Sincerely,

Carl Muller
Carl F. Muller

CFM/P

Enclosures

RECEIVED
OCT 4 12 36 PM '78
I.C.C.
FEE OPERATION BR.

CERTIFICATE OF ACCEPTANCE

RECORDATION NO. 9735-A
Filed 1428

OCT 4 1978 - 12 40 PM

INTERSTATE COMMERCE COMMISSION

To: Howard W. Moore
Briar House B-46
8302 Old York Road
Elkins Park, Pa. 19117

The undersigned, being a duly authorized inspector for National Railway Utilization Corporation (NRUC) as managing agent under a Management Agreement (the "Management Agreement") between the addressee and NRUC dated as of September 29, 1978 hereby certifies that he has made an inspection of ten (10) boxcars bearing numbers and marks as follows (the "Boxcars"):

NSL 155195 through NSL 155204

Such Boxcars are 70 ton 50'6", rigid underframe, single sheath class XM boxcars and the above numbers and marks have been registered by NRUC (or a railroad controlled by NRUC) with the Association of American Railroads.

The undersigned has fully and finally accepted such Boxcars on behalf of the addressee as Owner and NRUC as managing agent, and has found that each of such Boxcars in plainly marked in stencil on both sides with the words:

"Ownership subject to a security agreement filed pursuant to the Interstate Commerce Act Section 20c."

in readily visible letters not less than one inch (1") in height; and that each of such Boxcars conforms to and fully complies with the terms of the Management Agreement and is in condition satisfactory to NRUC. Immediately upon execution hereof by NRUC, the Boxcars shall be managed by NRUC, as Managing Agent for Owner, pursuant to the Management Agreement.

The undersigned further represents and warrants on behalf of NRUC that:

1. The Boxcars have been manufactured in accordance with specifications approved by NRUC and meet all standards required of boxcars of similar class by the Interstate Commerce Commission, the Department of Transportation and the Association of American Railroads.

2. The Boxcars bear the markings of a railroad owned or controlled by NRUC being the St. Lawrence Railroad.

3. The Boxcars will be first placed in service (within the meaning of Treasury Regulation 1.167(a)-11(e)(1) on the date hereof immediately after acceptance thereof.

4. The original use of the Boxcars (within the meaning of Treasury Regulation 1.167(c)-1(a)(2) shall commence with the addressee after acceptance thereof.

5. The Boxcars have been lettered with proper railroad markings and the name and/or other insignia used by such railroad.

6. The Boxcars are new property (as that term is used in Treasury Regulation 1.48-2(a)).

NATIONAL RAILWAY UTILIZATION CORPORATION

By: Charles P. Turnburke
Date: 9/29/78

The foregoing Certificate of Acceptance is hereby confirmed and acknowledged as the act and deed of National Railway Utilization Corporation as the date thereof.

ATTEST:

NATIONAL RAILWAY UTILIZATION CORPORATION

Seal
Florence Zepman
Title: Asst. Sec.

By: Charles P. Turnburke
Title: Vice-President
Date: September 29, 1978

State of Maryland
County of Baltimore

On this 29 day of September, 1978, before me personally appeared Charles P. Turnburke, to me personally known, who, being by me duly sworn, says that he is the Vice President of National Railway Utilization Corporation, that the seal 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal.

My commission expires:

July 1, 1982

Samuel L. Kunkin
Notary Public