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December 19, 1978

8-353AC57

Mrs. Lee  
Interstate Commerce Commission  
Constitutional Avenue  
at 12th Street, N. W.  
Room 1227  
Washington, D. C. 20023

RECORDATION NO. 9899/C Filed 1425

No. Date DEC 19 1978

DEC 19 1978 - 1 05 PM

Fee \$10.00

INTERSTATE COMMERCE COMMISSION ICC Washington, D. C.

Re: Management Agreement between Railroad  
Boxcar Associates and National Railway  
Utilization Corporation dated  
December 11, 1978

RECEIVED  
DEC 19 1 02 PM '78  
I.C.C.  
FEE OPERATION BR.

Dear Mrs. Lee:

I enclose for filing under Section 20c of the Interstate  
Commerce Act the following document:

REC'D  
DEC 19 1  
I.C.C.  
FEE OPERA

Certificate of Acceptance dated December 19,  
1978 for inclusion of twenty-five (25) railroad  
boxcars numbered NSL 155250 - NSL 155274 under  
the terms of a Management Agreement dated  
December 11, 1978 between National Railway  
Utilization Corporation and Railroad Boxcar  
Associates

The Management Agreement was filed previously with the  
Interstate Commerce Commission on December 11, 1978 and bears  
recordation number 9899.

The address of National Railway Utilization Corporation is  
1100 Centre Square East, 1500 Market Street, Philadelphia, Pa. 19102.  
The address of Railroad Boxcar Associates is c/o Saul D. Kronovet,  
Esq., 425 Park Avenue, New York 10022.

I enclose a check in the amount of \$10.00 payable to the  
Interstate Commerce Commission as the cost of filing this additional  
instrument under a document previously recorded.

I also enclose four executed originals of the Certificate of  
Acceptance. Please place one on file with your office, stamp the  
remaining Certificates and return them to me at the address on this  
letterhead.

Sincerely,

Carl Muller  
Carl F. Muller

CFM:bjm  
enclosures

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**1/8/79**

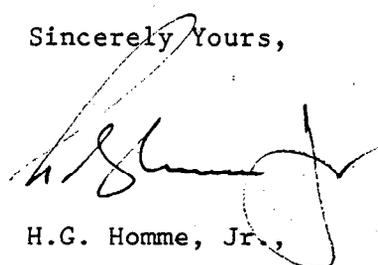
OFFICE OF THE SECRETARY

**Carl F. Muller  
Wyche, Burgess, Freeman & Parham  
P.O. Box 10207  
Greenville, South Carolina 29603**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **12/19/78** at **9:38 1:05pm** and assigned recordation number(s) **9899-C**

Sincerely Yours,



**H.G. Homme, Jr.,  
Secretary**

Enclosure(s)

SE-30-T  
(2/78)

CERTIFICATE OF ACCEPTANCE

RECORDATION NO. *98/99 C* Filed 1425

To: Railroad Boxcar Associates  
425 Park Avenue  
New York, N.Y.

DEC 19 1978-1 05 PM

INTERSTATE COMMERCE COMMISSION

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 December 11, 1978, hereby certifies that he has made an inspection of twenty-five (25) boxcars bearing numbers and marks as follows (the "Boxcars"):

NSL 155250 - NSL155274

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 is plainly marked in stencil on both sides with the words:

"Ownership subject to documents filed  
pursuant to Section 20c of the Interstate  
Commerce Act."

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.



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

My Commission expires:

10/19/80

*James H. Payne*  
Notary Public

